

thereof, to consolidate into a single corporation which may be either one of said consolidated corporations; and

WHEREAS, the Directors of each of the corporations, parties hereto, in consideration of the mutual agreements of such corporations as set forth herein do deem it advisable and generally to the welfare of the corporations and their respective stockholders that Parbak, Inc., merge and consolidate into National Pharmaceuticals, Inc.

NOW, THEREFORE, the corporations, parties to this agreement by and between their respective Board of Directors and in consideration of the mutual covenants, agreements and provisions hereinafter contained in this agreement have agreed and do hereby agree, each with the other, that National Pharmaceuticals, Inc., consolidate into itself Parbak, Inc., pursuant to Chapter VIII of the general corporation law of South Carolina and do hereby agree upon and prescribe the terms and conditions of the consolidation, the mode of carrying the same into effect and the manner and basis of converting the shares of the corporations, parties hereto, into stock of the consolidated corporation as follows:

Article I

Forms of Consolidation

Parbak, Inc., shall be consolidated and it is hereby consolidated into National Pharmaceuticals, Inc., to be a single corporation and the consolidated corporation shall be known as National Pharmaceuticals, Inc., and which is hereinafter referred to as the consolidated corporation.

Article II

Charter of Consolidated Corporation

The charter of National Pharmaceuticals, Inc., in effect on the effective date of consolidation shall be the charter of the consolidated corporation and all other rights, privileges and powers shall remain the same and Parbak, Inc., shall obtain the same rights, powers, and privileges as exist in the consolidated corporation.

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