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Elaine N. Walker, Secretary of State

Received and Filed:

10/20/2011 1:35 PM

Fee Receipt: \$50.00

ARTICLES OF MERGER

of

CTI Science, Inc., a Kentucky corporation

and

CTI Science, Inc., a Delaware corporation

into

CTI Science, Inc., a Delaware corporation

Pursuant to the provisions of the Kentucky Business Corporation Act, the undersigned surviving corporation adopts the following Articles of Merger providing for the merger of CTI Science, Inc., a Kentucky corporation ("CTI KY") with and into CTI Science, Inc., a Delaware corporation ("CTI DE") as the surviving corporation.

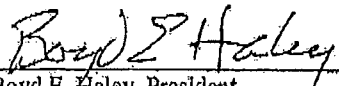
1. The plan of merger is set forth in the Agreement and Plan of Merger attached as Exhibit A hereto.

2. The approval of the plan of merger by the shareholders of CTI DE was not required under Section 11-030(7) of Chapter 271B of the Kentucky Revised Statutes.

3. The approval of the plan of merger by the shareholders of CTI KY was required under Section 11-030(7) of Chapter 271B of the Kentucky Revised Statutes. The holders of all of the outstanding shares of Common Stock of CTI DE voted in favor of the plan. The number of votes cast in favor of the plan by each voting group was sufficient for approval by that voting group.

CTI SCIENCE, INC., a Delaware corporation

By:


Boyd E. Haley, President

AGREEMENT AND PLAN OF MERGER

Agreement and Plan of Merger (this "Agreement") dated as of October 19, 2011, between CTI Science, Inc., a Kentucky corporation ("CTI KY"), and CTI Science, Inc., a Delaware corporation ("CTI DE").

WHEREAS, the parties desire that CTI KY be merged into CTI DE subject to the terms and conditions of this Agreement;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, and intending to be legally bound hereby, the parties hereto agree as follows:

SECTION I

1. Merger. Upon the terms and conditions set forth in this Agreement at the Effective Time (as defined herein), CTI KY shall be merged with and into in a statutory merger effected in accordance with the provisions of this Agreement, the Delaware General Corporation Law and the Kentucky Business Corporation Act. At the Effective Time, the separate corporate existence of CTI KY shall cease and CTI DE shall continue as the surviving corporation and shall succeed to and assume all the assets, rights and obligations of CTI KY. In its capacity as the surviving corporation of the Merger, CTI DE is sometimes referred to herein as the "Surviving Corporation."

2. Effective Time. As used herein, the Effective Time shall be 5:00 pm, Eastern Time, on October 20, 2011. The parties shall take all steps necessary or appropriate to cause the Merger to be effective as of the Effective Time including without limitation the filing of Articles of Merger in a timely manner with the Delaware and Kentucky Secretaries of State.

3. Effect of Merger.

(a) At the Effective Time, all the property, rights, privileges, powers and franchises of CTI KY shall vest in the CTI DE, and all debts, liabilities, obligations, restrictions, disabilities and duties of CTI KY shall become the debts, liabilities, obligations, restrictions, disabilities and duties of CTI DE.

(b) The Articles of Incorporation and Bylaws of CTI DE, as in effect immediately prior to the Effective Time, in the form attached hereto as Exhibit A, shall be the Articles of the Surviving Corporation at the Effective Time until changed or amended in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation and with applicable law.

(c) The members of the Board of Directors of CTI DE, as in effect immediately prior to the Effective Time, shall be the members of the Board of Directors of the Surviving Corporation at the Effective Time.

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(d) The officers of CTI DE in office effect immediately prior to the Effective Time, shall be the officers of the Surviving Corporation at the Effective Time.

(e) At the Effective Time, by virtue of the Merger and without any action on the part of the holders thereof each share of CTI KY Common Stock issued and outstanding immediately prior to the Effective Time shall be converted into one share of CTI DE Common Stock, without any further action on the part of the holder thereof. Each certificate representing one or more shares of CTI KY Common Stock issued and outstanding immediately prior to the Effective Time shall thereafter represent the same number of shares of the CTI DE.

IN WITNESS WHEREOF, the parties have executed this Agreement as of October 19, 2011.

CTI SCIENCE, INC., a Delaware corporation

By: Boyd E. Haley
Boyd E. Haley, President

CTI SCIENCE, INC., a Kentucky corporation

By: Boyd E. Haley
Boyd E. Haley, President

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CTI SCIENCE, INC.

CONSENT OF INCORPORATOR
TO ACTION WITHOUT MEETING

The undersigned, being the Incorporator of CTI Science, Inc., hereby consent to the adoption as of October 19, 2011, of the following resolutions as and for the action of the Incorporator pursuant to the Delaware Business Corporation Law:

RESOLVED: That each of the following persons is hereby elected a Director of the corporation, each to serve, subject to the By-laws, until the next Annual Meeting of the stockholders of the corporation and until his or her successor is elected and qualified.

Kathryn M. Wachsmen
Boyd E. Haley
Gerard O'Gorman


Boyd E. Haley, Incorporator