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SECRETARY OF STATE  
STATE OF IDAHO

ARTICLES OF SHARE EXCHANGE  
between  
CAISSON LABORATORIES, INC.  
and  
GEMINI LIFE SCIENCES, INC.

Pursuant to the provisions of Idaho Code §30-1-1101, et seq., in the Idaho Business Corporation Act, GEMINI LIFE SCIENCES, INC., an Idaho corporation (Gemini), and CAISSON LABORATORIES, INC., an Idaho corporation (Caisson), adopt the following Articles of Share Exchange for the purpose of Gemini acquiring all the outstanding common stock of Caisson:

**FIRST:** The undersigned corporations have adopted the following Plan of Share Exchange:

A. As of the effective date of the share exchange, Gemini shall acquire all of the outstanding issued common stock of Caisson, in exchange for those shares of common stock in Gemini which are described herein. The exchange shall be effective automatically pursuant to Idaho Code §30-1-1106(2). Gemini shall be the "acquiring" corporation, and Caisson shall become a wholly-owned subsidiary of Gemini. The former holders of shares of common stock in Caisson will no longer hold any direct interest in Caisson or its stock, but rather shall be entitled to those rights and interests as Gemini shareholders as may be specified herein, or in the Articles of Incorporation and Bylaws of Gemini.

B. The Share Exchange shall not affect any proceeding pending against Gemini or Caisson, and any such proceeding may be continued as if the share exchange had not occurred. The Share Exchange shall also not affect any rights, title or interests of Gemini or Caisson in any other real or personal property, of whatever nature, which either of them may hold prior to the Share Exchange. The Share Exchange shall also not affect any debts, obligations, or liabilities of either Gemini or Caisson, of whatever nature, which either of them may have prior to the Share Exchange.

C. No amendments to the Articles of Incorporation of Gemini or Caisson are required by or provided for in this Share Exchange.

D. All common stock of Caisson shall be acquired by Gemini in exchange for Gemini stock, pursuant to Idaho Code §30-1-1106(2), in the following manner: Gemini shall issue all 844,138 of its authorized Class B shares (roughly 51% of the total authorized Class A and Class B shares) to Caisson shareholders, in exchange for all issued and outstanding shares of common stock in Caisson. The actual rate of exchange of Class B Gemini Common Stock for Caisson Common Stock shall depend upon the total number of issued and outstanding shares of Caisson Common Stock on the effective date of this Share Exchange.

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**FILED EFFECTIVE** ARTICLES OF MERGER

2004 MAR 15 AM 8:59

SECRETARY OF STATE  
STATE OF IDAHO

of  
APOMYX, INC.

into  
GEMINI LIFE SCIENCES, INC.

Pursuant to the provisions of Idaho Code §30-1-1101, et seq., in the Idaho Business Corporation Act, and Utah Code §16-10a-1101, et seq. in the Utah Business Corporation Act, GEMINI LIFE SCIENCES, INC., an Idaho corporation (Gemini), and APOMYX, INC., a Utah corporation (Apomyx), adopt the following Articles of Merger for the merger of Apomyx into Gemini:

**FIRST:** The undersigned corporations have adopted the following Plan of Merger:

A. As of the effective date of the merger, Apomyx shall be merged into Gemini pursuant to Idaho Code §30-1-1106(1)(a). Gemini shall be the "acquiring" or "surviving" corporation. Upon the merger, the separate existence of Apomyx shall cease.

B. All of the real and personal property of Apomyx, as well as all of its rights, privileges, immunities, franchises and other assets, whether tangible or intangible, shall be vested in Gemini pursuant to Idaho Code §30-1-1106(1)(b), including but not limited to:

(1) all of its rights and interests as the Licensee under that certain License Agreement dated October 9, 2000, between Apomyx as Licensee and Utah State University as Licensor ("USU").

(2) all of its rights and interests as the Sponsor under that certain Research Agreement dated October 9, 2000, between Apomyx as Sponsor and Utah State University.

(3) all equipment, supplies, inventory, tools, and other tangible personal property of whatever kind or nature.

(4) all other contract claims, rights and interests, including but not limited to contracts for work in progress.

(5) all other confidential or proprietary information, trademarks, tradenames, trade secrets, know-how, inventions, improvements, developments, discoveries, research data and reports, customer and supplier lists, contacts, referrals, studies, and other "intellectual property" of any kind.

(6) the on-going business of Apomyx, including all of its goodwill,

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E. For all purposes under this Plan, unless indicated otherwise, stock warrants and stock options are treated as if they were vested and had been exercised, and thus are treated as being equivalent to or representing the number of shares for which they are issued.

F. Gemini shall promptly issue certificates of Gemini stock to its shareholders who acquire Gemini stock pursuant to this Share Exchange. Gemini will further issue warrants and options for the issuance of Gemini stock to the holders of warrants and options for the issuance of Caisson stock.

G. All other rights and interests of the Gemini shareholders following the Share Exchange shall be in accordance with the existing Articles of Incorporation and Bylaws of Gemini.

H. The Share Exchange shall be effective as of the date on which these Articles are filed in the records of the appropriate office of the State of Idaho.

I. The members of the Board of Directors of both Gemini and Caisson, and their officers, immediately prior to the Share Exchange shall continue in those offices without interruption following the Share Exchange.

**SECOND:** The foregoing Plan of Share Exchange did not require approval by the shareholders of Gemini, because at the time of the filing of these Articles, no shares of stock in Gemini are outstanding. Furthermore, the Idaho Code does not require approval of the Share Exchange by the shareholders of the "acquiring" corporation. The Plan of Share Exchange was approved by the initial board of directors of Gemini, as appointed in the corporation's Articles of Incorporation, on March 8, 2004, at a special meeting called for that purpose.

**THIRD:** Approval of the foregoing Plan of Share Exchange by the directors and shareholders of Caisson was required. The foregoing Plan of Share Exchange was adopted by the Board of Directors of Caisson Laboratories, Inc., on December 8, 2003, at a special meeting of the directors called for that purpose. The foregoing Plan of Share Exchange was adopted by the shareholders of Caisson Laboratories, Inc., on December 22, 2003, at a special meeting of the shareholders called for that purpose. At that time, there were 197,050 shares of Common Stock issued, outstanding, and entitled to vote, with one vote per share. There were no separate classes or groups for voting purposes. The total number of shares voting for or against the Plan of Share Exchange was:

For the Plan	187,150
Against the Plan	0

That number of shares voting for the Plan was sufficient to approve the Share Exchange.

**FOURTH:** The address of the principal office of Gemini is 5 West Center

work-in-progress, and other tangible or intangible property, used in connection with the business, including current cash and accounts receivable.

C. Gemini will assume and be responsible for all liabilities and obligations of Apomyx to its lenders and other creditors, as required by Idaho Code §30-1-1106(1)(c). Gemini will pay those liabilities and obligations in accordance with the terms of that certain Corporate Reorganization Agreement between Apomyx, Inc. and Caisson Laboratories, Inc., dated January 24, 2004, to the extent it is applicable to those liabilities and obligations.

D. Any proceeding pending against Gemini or Apomyx may be continued as if the merger had not occurred, or Gemini may be substituted in place of Apomyx in those proceedings, pursuant to Idaho Code §30-1-1106(d).

E. No amendments to the Articles of Incorporation of Gemini are required by or provided for in this merger.

F. All common stock of Apomyx shall be converted to Gemini stock, pursuant to Idaho Code §30-1-1106(1)(f), in the following manner:

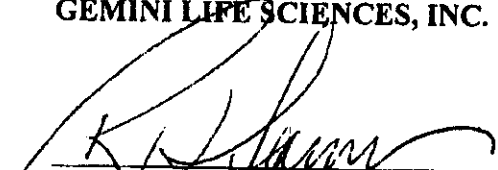
(1) Gemini shall issue 331,034 of its authorized Series 1 Class A shares (roughly 20% of the total authorized Class A and Class B shares) to Apomyx shareholders (excluding Founders), in exchange for 978,311 shares of the common stock, including options and warrants, of Apomyx. For that purpose, the non-Founder shareholders of Apomyx, presently holding 747,565 outstanding shares of common stock of Apomyx, shall receive 252,956 shares of Series 1 Class A Gemini stock in exchange for their Apomyx stock, at a rate of .338373 shares of Series 1 Class A Gemini stock for each outstanding share of Apomyx stock. Gemini will also issue options and warrants for the acquisition of Series 1 Class A Gemini stock and exchange them for all outstanding non-Founder options and warrants for the acquisition of Apomyx stock, and will hold as treasury stock the other 78,078 shares of Series 1 Class A Gemini stock for the purpose of satisfying those outstanding options and warrants. There are presently options and warrants outstanding for the purchase of 230,746 shares of Apomyx common stock. Those options and warrants shall be exchanged for options and warrants for the purchase of Series 1 Class A Gemini stock, at the conversion rate of .338373 shares of Series 1 Class A Gemini stock for each share of Apomyx originally represented by each such option or warrant, on all the same terms and conditions as set forth in the original Apomyx options and warrants, but with the purchase price per share adjusted proportionately.

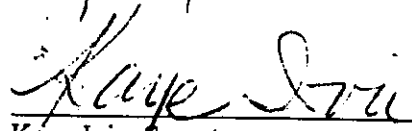
(2) Gemini shall issue all 375,594 of its authorized Class C shares to the Apomyx Founders shareholders, in exchange for all 1,110,000 issued and outstanding shares of Founders common stock in Apomyx, including options. The "Founders" of Apomyx, namely John Carman, Lindsay Burton, Richard Hess, DeeVon Bailey, and Steve Hawkins, own 960,000 of the outstanding issued shares of Apomyx and options for an additional 150,000 shares. For that purpose, the Apomyx Founders shall receive 324,838 shares of Class C stock of Gemini in exchange for their 960,000 outstanding shares of Apomyx stock, at a rate of .338373 Class C

Street, Sugar City, Idaho 83448.

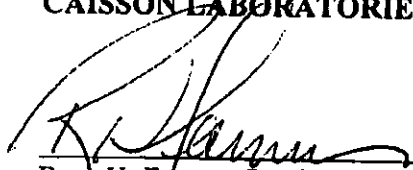
DATED this \_\_\_\_ day of March, 2004.

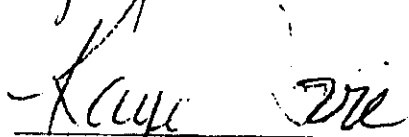
**GEMINI LIFE SCIENCES, INC.**

  
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Ross H. Farmer, President

  
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Kaye Ivie, Secretary

**CAISSON LABORATORIES, INC.**

  
\_\_\_\_\_  
Ross H. Farmer, President

  
\_\_\_\_\_  
Kaye Ivie, Secretary

shares of Gemini for each outstanding share of Apomyx stock. Gemini will also issue options and warrants for the acquisition of Class C Gemini stock and exchange them for all outstanding Founder options and warrants for the acquisition of Apomyx stock, and will hold as treasury stock the other 50,756 Class C shares of Gemini stock for the purpose of satisfying those outstanding options and warrants. There are presently options and warrants outstanding for the purchase of 150,000 shares of Apomyx common stock by the Founders. Those options and warrants shall be exchanged for options and warrants for the purchase of Class C shares of Gemini stock, at the conversion rate of .338373 shares of Class C Gemini stock for each share of Apomyx stock originally represented by each such option or warrant, on all the same terms and conditions as set forth in the original Apomyx options and warrants, but with the purchase price per share adjusted proportionately.

(3) For all purposes under this Plan, unless indicated otherwise, stock warrants and stock options are treated as if they were vested and had been exercised, and thus are treated as being equivalent to or representing the number of shares for which they are issued.

(4) All Apomyx stock, all of which is converted to Gemini stock pursuant to this merger, shall be deemed cancelled immediately upon the effective date of this merger. All rights in respect thereof shall immediately cease. Gemini shall promptly issue certificates of Gemini stock to its shareholders who acquire Gemini stock pursuant to this merger. Gemini will further issue warrants and options for the issuance of Gemini stock to the holders of warrants and options for the issuance of Apomyx stock.

G. All other rights and interests of the Gemini shareholders following the merger shall be in accordance with the existing Articles of Incorporation and Bylaws of Gemini.

H. The merger shall be in accordance with Idaho Code §30-1-1101, et seq., and Utah Code §16-10a-1101, et seq. All references herein to provisions of the Idaho Code are intended to incorporate by reference the corresponding provisions of the Utah Code.

I. The merger shall be effective as of the date on which these Articles are filed in the records of the appropriate office of the State of Utah.

J. The members of the Board of Directors of Gemini, and its officers, immediately prior to the merger shall continue in those offices without interruption following the merger.

**SECOND:** The foregoing Plan of Merger did not require approval by the shareholders of Gemini, because at the time of the filing of these Articles, no shares of stock in Gemini are outstanding. The Plan of Merger was approved by the initial board of directors of Gemini, as appointed in the corporation's Articles of Incorporation, on March 8, 2004, at a special meeting called for that purpose.

**THIRD:** Approval of the foregoing Plan of Merger by the shareholders of

Apomyx was required. The foregoing Plan of Merger was adopted by the Shareholders of Apomyx, Inc., on December 16, 2003, at a special meeting of the shareholders called for that purpose. At that time, there were 1,707,565 shares of Common Stock issued, outstanding, and entitled to vote, with one vote per share. There were no separate classes or groups for voting purposes. The total number of shares voting for or against the Plan of Merger was:

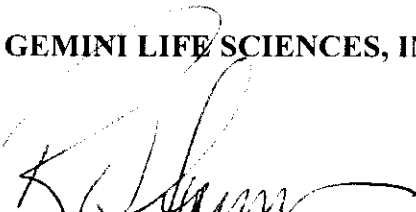
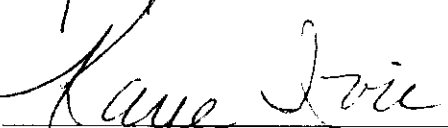
For the Plan	1,405,533
Against the Plan	0

That number of shares voting for the Plan was sufficient to approve the merger.

**FOURTH:** The address of the principal office of Gemini is 5 West Center Street, Sugar City, Idaho 83448.

**DATED** this 10 day of March, 2004.

**GEMINI LIFE SCIENCES, INC.**

  
\_\_\_\_\_  
Ross H. Farmer, President  
\_\_\_\_\_  
Kaye Ivie, Secretary

**APOMYX, INC.**

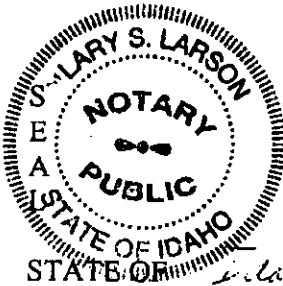
  
\_\_\_\_\_  
Steven M. Hawkins, President  
\_\_\_\_\_  
F. G. Lindsay Burton, Secretary

STATE OF IDAHO )

) ss.

County of Bonneville)

ON THIS 8<sup>th</sup> day of March, 2004, before me, Larry S. Larson a Notary Public in and for said State, personally appeared ROSS H. FARMER and KAYE IVIE, known or identified to me to be the President and Secretary of GEMINI LIFE SCIENCES, INC., the corporation that executed the instrument and the persons who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.



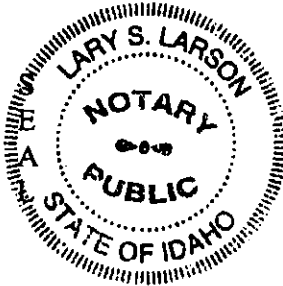
STATE OF Idaho)

County of Bonneville)

Larry S. Larson  
Notary Public for Idaho  
Residing at: Idaho Falls  
My Commission Expires: 1/25/2008

) ss.

ON THIS 8<sup>th</sup> day of March, 2004, before me, Larry S. Larson, a Notary Public in and for said State, personally appeared ROSS H. FARMER and KAYE IVIE, known or identified to me to be the President and Secretary of CAISSON LABORATORIES, INC., the corporation that executed the instrument and the persons who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.



Larry S. Larson  
Notary Public for: Idaho  
Residing at: Idaho Falls  
My Commission Expires: 1/25/2008

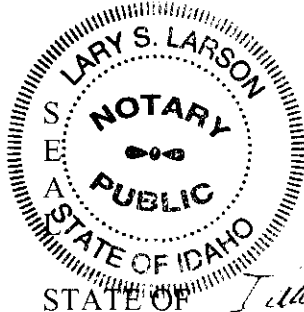


STATE OF IDAHO )

) ss.

County of Bonneville)

ON THIS 5<sup>th</sup> day of March, 2004, before me, Larry S. Larson a Notary Public in and for said State, personally appeared ROSS H. FARMER and KAYE IVIE, known or identified to me to be the President and Secretary of GEMINI LIFE SCIENCES, INC., the corporation that executed the instrument and the persons who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.



Larry S. Larson  
Notary Public for Idaho

Residing at: Idaho Falls

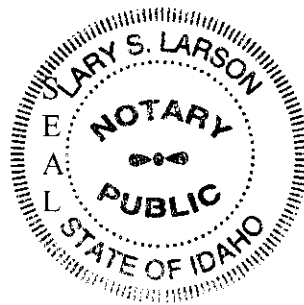
My Commission Expires: 4/24/2006

STATE OF Idaho )

) ss.

County of Bonneville )

ON THIS 8<sup>th</sup> day of March, 2004, before me, Larry S. Larson, a Notary Public in and for said State, personally appeared ~~STEVEN M. HAWKINS and F. G. LINDSAY BURTON~~, known or identified to me to be the ~~President and Secretary~~ of APOMYX, INC., the corporation that executed the instrument and the persons who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.



Larry S. Larson  
Notary Public for:

Residing at: Idaho Falls

My Commission Expires: 4/24/2006

STATE OF TX)  
County of BURNET) ss.

ON THIS 10th day of MARCH, 2004, before me, STEVEN M. HAWKINS, a Notary Public in and for said State, personally appeared STEVEN M. HAWKINS, known or identified to me to be the President of APOMYX, INC., the corporation that executed the instrument and the persons who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

S  
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L



Sarah M. Thelen  
Notary Public, State of Texas  
Commission Expires  
July 26, 2005

Sarah M. Thelen  
Notary Public for:  
Residing at:  
My Commission Expires: 7/26/2005