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M25629

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RESUBMIT
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MERGER OR SHARE EXCHANGE

DENEBA SYSTEMS INC.

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DIVISION OF CORPORATIONS

FILED
03 APR 25 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 7, 2003

DENEBA SYSTEMS INC.
1150 NW 72 AVE
#180
MIAMI, FL 33126-1920US

SUBJECT: DENEBA SYSTEMS INC.
REF: M25629

RESUBMIT
Please give original
submission date as file date

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Articles of Meger for Florida corporations are filed in compliance with section 607.1105, Florida Statutes. Please correct your document accordingly. The amendment should read Amended and Restated Articles of Incorporation of DENEBA SYSTEMS INC.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6869.

Teresa Brown
Document Specialist
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ARTICLES OF MERGER

of

ACD SYSTEMS OF AMERICA, INC.

with and into

DENEBA SYSTEMS INC.

FILED
03 APR 25 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "FBCA"), ACD Systems of America, Inc., a Florida Corporation ("ACD Systems") and Deneba Systems Inc., a Florida corporation ("DSI"), effective as of the Effective Time as set forth in Article III below, submit the following Articles of Merger for the purpose of effecting a merger in accordance with the provisions of the FBCA, and hereby certify as follows:

ARTICLE I

The Agreement and Plan of Merger (the "Plan of Merger"), attached hereto and incorporated by reference herein, and adopted in accordance with the provisions of Section 607.1105 of the FBCA, provides for the merger of ACD Systems with and into DSI (the "Merger") and the separate existence of ACD Systems shall thereupon cease, and DSI, as the Surviving Entity in the Merger (the "Surviving Entity"), shall thereafter be named "ACD Systems of America, Inc." in the State of Florida.

ARTICLE II

The Plan of Merger was duly adopted, approved and authorized by the Boards of Directors and Shareholders of ACD Systems and DSI pursuant to Section 607.1101 of the FBCA on April 25, 2003.

ARTICLE III

The Merger shall be effective as of the 25th of April, 2003, or as soon as thereafter practicable (the "Effective Time"). At the Effective Time ACD Systems will be merged with and into DSI and the separate existence of ACD Systems shall thereupon cease, and the name of the Surviving Entity shall be "ACD Systems of America, Inc.," in accordance with the terms and conditions of the Plan of Merger.

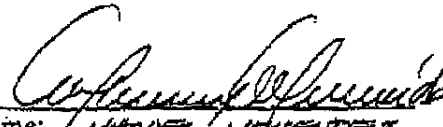
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IN WITNESS WHEREOF the parties to these Articles of Merger have caused them to be duly executed by their respective authorized officers this 25 day of April, 2003.

ACD SYSTEMS OF AMERICA, INC.
a Florida corporation

By: 
Name: MIKE ZELEV
Title: PRESIDENT

DENEBA SYSTEMS, INC.
a Florida corporation

By: 
Name: MANUEL MENDOZA
Title: PRESIDENT

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PLAN OF MERGER
OF
ACD SYSTEMS OF AMERICA, INC.
INTO
DENEBA SYSTEMS INC.

THIS PLAN OF MERGER (the "Plan") is entered into as of April 25, 2003 by and between ACD Systems International Inc., an Alberta corporation ("ACD"), Deneba Systems Inc. a Florida Corporation ("DSI"), The Shareholders of DSI, and ACD Systems of America, Inc., a Florida corporation ("ACD Systems").

WITNESSETH:

WHEREAS, DSI is a corporation duly organized and validly existing under the laws of the Florida.

WHEREAS, ACD Systems is a corporation duly organized and validly existing under the laws of the State of Florida.

WHEREAS, ACD is a corporation duly organized and validly existing under the laws of Alberta.

WHEREAS, DSI is organized for the purpose of transacting any or all lawful business permitted under the Florida Business Corporation Act (the "FBCA") and the laws of Florida and the United States of America.

WHEREAS, ACD Systems is organized for the purpose of transacting any or all lawful business permitted under the FBCA and the laws of Florida and the United States of America.

WHEREAS, the Board of Directors of DSI, ACD Systems, and ACD deem it advisable that DSI and ACD Systems (sometimes referred to individually as a "Constituent Corporation" and collectively as the "Constituent Corporations") be merged into a single corporation, with DSI being the surviving entity (DSI in its capacity as a surviving entity sometimes hereinafter referred to as the "Surviving Entity") and the wholly-owned subsidiary of ACD, upon the terms and conditions set forth in this Plan and pursuant to applicable laws (the "Merger"). The name of the Surviving Entity shall be "ACD Systems of America, Inc."

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants and agreements herein contained, and for the purpose of describing the terms and conditions of the Merger, the motive for carrying the same into effect, the manner and basis of converting the

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assets of ACD Systems into assets of DSI and such other details and provisions as the parties have deemed necessary or desirable, the parties hereto agree that DSI and ACD Systems shall be, at the Effective Time of the Merger (as defined in Section 3.01 hereof), merged into a single Florida corporation, DSI, which shall be the Surviving Entity, named "ACD Systems of America, Inc.," and the wholly-owned subsidiary of ACD, and the parties hereto adopt and agree to the following terms and conditions relating to the Merger and the motive for carrying the Merger into effect.

ARTICLE I NAMES OF CONSTITUENT AND SURVIVING ENTITY

1.01 Constituent Corporations. The names of the Constituent Corporations are Deneba Systems Inc., a Florida corporation, ACD Systems of America, Inc., a Florida corporation, and ACD Systems International Inc., an Alberta corporation.

1.02 Surviving Entity. The Surviving Entity is DSI and the name of the Surviving Entity is ACD Systems of America, Inc.

ARTICLE II TERMS AND CONDITIONS OF PROPOSED MERGER

2.01 The Merger. Upon the terms hereof, and in accordance with the applicable provisions of the FBCA, ACD Systems shall be merged with and into DSI, which shall be the Surviving Entity. Upon consummation of the Merger at the Effective Time, the Surviving Entity shall continue to exist under and be governed by the laws of the State of Florida, and the separate corporate organization and existence of ACD Systems shall cease.

2.02 Articles of Incorporation. At and after the Effective Time, the Articles of Incorporation of ACD Systems, a copy of which is attached hereto as Exhibit A, shall be the articles of incorporation of the Surviving Entity.

2.03 Bylaws. At and after the Effective Time, the Bylaws of ACD Systems shall become the Bylaws of the Surviving Entity, until further amended.

2.04 Officers. At and after the Effective Time, Manuel Menendez, Jorge Miranda, Joaquin de Soto, Matthew Watson and Michael Zelen shall be the officers of the Surviving Entity until their respective successors are elected and qualified in accordance with the Bylaws of the Surviving Entity or until their earlier resignation, removal or death.

2.05 Purchase Price. ACD shall purchase all of the issued and outstanding shares of DSI. The Purchase Price is to consist of cash consideration and ACD stock consideration.

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2.06 Employees. The Shareholders of DSI shall be employed as the Surviving Entity's senior management in accordance with and subject to the terms of ACD's standard executive employment contract for the two years following the Effective Time.

ARTICLE III MODE AND EFFECT OF MERGER

3.01 Mode and Effective Time of Merger. The Merger shall become effective (the "Effective Time") when the last of the following actions shall have been completed:

(a) This Plan shall be submitted to the Board of Directors of each of the Constituent Corporations for adoption and shall be adopted by the vote or written consent of the Board of Directors of each Constituent Corporation;

(b) Articles of Merger shall have been filed with the Department of State of the State of Florida pursuant to Section 607.1105 of the FBCA.

3.02 Effect of Merger. At the Effective Time of the Merger, the separate existence of ACD Systems shall cease and said corporation shall be merged in accordance with the provisions of this Plan into DSI, which shall survive the Merger and shall continue in existence and shall, without other transfers, succeed to and possess all the rights, privileges, immunities, powers and purposes of each of the Constituent Corporations, and all the property, real and personal, causes of action and every other asset of each of the Constituent Corporations, shall vest in the Surviving Entity without further act or deed, and the Surviving Entity shall assume and be liable for all the liabilities, obligations and penalties of each of the Constituent Corporations. No liability or obligation due or to become due, claim or demand for any cause existing against either Constituent Corporation, or any member, officer or director thereof, shall be released or impaired by the Merger. No action or proceeding, civil or criminal, then pending by or against either Constituent Corporation, or any member, officer or director thereof, shall abate or be discontinued by the Merger, but may be enforced, prosecuted, settled or compromised as if the Merger had not occurred, or the Surviving Entity may be substituted in such action in place of either Constituent Corporation.

ARTICLE IV ADOPTION OF PLAN OF MERGER

The foregoing Plan has been duly approved and adopted by the Board of Directors of each Constituent Corporation.

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EXHIBIT A

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ACD SYSTEMS OF AMERICA, INC. (f/k/a DENEBA SYSTEMS INC.)**

[attached]

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DENEBA SYSTEMS INC.,
a Florida corporation**

ARTICLE 1

NAME

The name of the corporation (the "Corporation") is: **ACD SYSTEMS OF AMERICA, INC.**

ARTICLE 2

PURPOSE

The general purpose for which the corporation is organized is to transact any or all lawful business permitted under the FBCA and the laws of Florida and the United States of America.

ARTICLE 3

PRINCIPAL OFFICE; REGISTERED OFFICE

The address of the principal office of the Corporation and the mailing address of the Corporation is 1150 NW 72nd Avenue, 2nd Floor, Miami, Florida 33126. The registered agent of the Corporation is Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301.

ARTICLE 4

CAPITAL STOCK

The total number of shares of all classes of stock that the Corporation shall have the authority to issue is one thousand (1,000) shares, all of which shall be Common Stock, of one class, having a par value of \$.001 per share.

ARTICLE 5

BOARD OF DIRECTORS

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A. Number and Term of Directors. The Corporation's Board of Directors shall consist of not less than two nor more than twelve members, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. Each director shall be elected to a term expiring at the next ensuing annual meeting of shareholders. Each director thereafter shall be elected to a term expiring at the annual meeting of shareholders held one year thereafter, in each case until his or her successor is duly elected and qualified or until his or her earlier resignation, death, incapacity or removal from office.

B. Vacancies. Whenever any vacancy on the Board of Directors shall occur due to death, resignation, retirement, disqualification, removal, increase in the number of directors, or otherwise, a majority of the remaining directors in office, although less than a quorum of the Board of Directors, may fill the vacancy for the balance of the unexpired term of the vacant directorship, at which time a successor or successors shall be duly elected by provisions these articles and the Corporation's bylaws, only the remaining directors of the Corporation shall have the authority, in accordance with the procedure stated herein and in the Corporation's bylaws, to fill any vacancy that arises on the Board of Directors.

C. Removal. A director may be removed from office prior to the expiration of his or her term: (i) only for cause; and (ii) only upon the affirmative vote of at least two-thirds of the outstanding shares of capital stock of the Corporation entitled to vote for the election of directors.

D. Amendments. Notwithstanding anything contained in these Articles of Incorporation to the contrary, this Article 5 shall not be altered, amended or repealed except by an affirmative vote of at least two-thirds of the outstanding shares of capital stock of the Corporation entitled to vote for the election of directors.

E. Directors. The Board of Directors shall be comprised of the following individuals:

Matthew Watson
Michael Zelen

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ARTICLE 6**LIMITATION ON DIRECTOR LIABILITY**

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the FBCA, or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article 6 shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE 7**INDEMNIFICATION**

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the By-laws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

ARTICLE 8**BY-LAWS**

Only an affirmative vote of the holders of a majority of the issued and outstanding shares of the Corporation's capital stock entitled to vote shall have the power to adopt, amend or repeal the By-laws of the Corporation or any part thereof.

ARTICLE 9**AMENDMENT**


These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law; provided, further, that Article 5 hereof may only be altered, amended or replaced in accordance with Article 5D hereof.

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The foregoing Amended and Restated Articles were adopted pursuant to the Plan of Merger adopted by the Board of Director and Shareholders of the Corporation on April 25, 2003.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on April 25, 2003.

ACD SYSTEMS OF AMERICA, INC.

By: 
Michael Zeien
President

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office at 1201 Hays Street, Tallahassee, Florida, 32301, and having been designated as the Registered Agent in the above and foregoing Amended and Restated Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap

Laura R. Dunlap
as its agent

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