

P100000087702

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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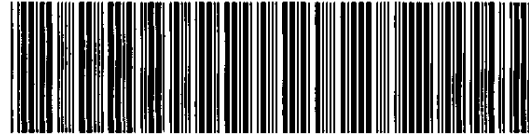
(Business Entity Name)

(Document Number)

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2010 OCT 27 P 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger NC
Thurs
11-3-10

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: TELECOMDATA AND VIDEO INTERNATIONAL, INC.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

DEAN R. STUBBS

Contact Person

SEMPER PRODUCTS, INC.

Firm/Company

2901 W BUSCH BLVD SUITE 900 C

Address

TAMPA / FLORIDA 33618-4575

City/State and Zip Code

dean.stubbs@semper-inc.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

DEAN R. STUBBS

Name of Contact Person

At (813)

386-3922

Area Code & Daytime Telephone Number



Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
TELECOMDATA AND VIDEO INTERNATIONAL, INC.	FLORIDA	P10000087702

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
TELECOMDATA AND VIDEO INTERNATIONAL, INC.	FLORIDA	
SEMPER PRODUCTS, INC.	FLORIDA	P10000059891

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on
10/20/2010 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on
10/20/2010 and shareholder approval was not required.

(Attach additional sheets if necessary)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

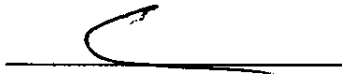
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

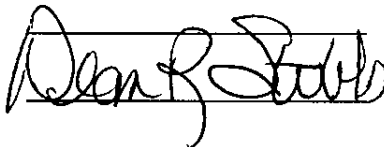
Typed or Printed Name of Individual & Title

TELECOMDATA AND
VIDEO INTERNATIONAL,
INC.



ERNEST R. TRIAY, MANAGING MEMBER

SEMPER PRODUCTS,
INC.



DEAN R. STUBBS, PRESIDENT

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
TELECOMDATA AND VIDEO INTERNATIONAL, INC.	FLORIDA

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
TELECOMDATA AND VIDEO INTERNATIONAL, INC.	FLORIDA
SEMPER PRODUCTS, INC.	FLORIDA
_____	_____
_____	_____
_____	_____

Third: The terms and conditions of the merger are as follows:

TELECOMDATA AND VIDEO INTERNATIONAL, INC. takes over SEMPER PRODUCTS, INC. and shall thereafter be named SEMPER PRODUCTS, INC. while preserving the following company identifying aspects of TELECOMDATA AND VIDEO INTERNATIONAL, INC. FEI number 141994627, Date filed 04/05/2007.

Only under these conditions shall this merger conclude and become effective.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

All interest, shares, obligations and other securities of SEMPER PRODUCTS, INC. are transferred over in its entirety and unconditionally to TELECOMDATA AND VIDEO INTERNATIONAL, INC. continuing to conduct all further business as SEMPER PRODUCTS, INC.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: