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MERGER OR SHARE EXCHANGE

3-D MACHINING, INC.

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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)
<u>3-D Machining, Inc.</u>	<u>Florida</u>	<u>P94000038060</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>3-DM Florida, Inc.</u>	<u>Florida</u>	<u>P07000074827</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 June 29, 2007 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 June 29, 2007

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

(Attach additional sheets if necessary)

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PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

NameJurisdiction3-DM Florida, Inc.Florida

The name and jurisdiction of each subsidiary corporation:

NameJurisdiction3-D Machining, Inc.Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Each share of the common stock of the parent that is issued and outstanding or held in treasury immediately before the effective time of the merger (the "Effective Time") shall be converted into one (1) share of the common stock of the subsidiary. All shares of the subsidiary that are issued and outstanding or held in treasury immediately before the Effective Time, shall be cancelled automatically and without further action.

(Attach additional sheets if necessary)

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If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

Each share of the common stock of the parent that is issued and outstanding or held in treasury immediately before the effective time of the merger (the "Effective Time") shall be converted into one (1) share of the common stock of the subsidiary. All shares of the subsidiary that are issued and outstanding or held in treasury immediately before the Effective Time, shall be cancelled automatically and without further action.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

The Articles of Incorporation of the subsidiary corporation will be amended and restated as provided in Exhibit A, attached hereto. The Bylaws of the subsidiary corporation as existing immediately prior to the Effective Date shall continue in full force as the Bylaws of the surviving corporation.

From and after the Effective Time, the directors and officers of the parent corporation shall continue in office as the directors and officers of the surviving corporation until the next annual meeting of the shareholders of the surviving corporation or until their respective successors have been elected or appointed and qualified.

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EXHIBIT A

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
3-D MACHINING, INC.**

**ARTICLE I
NAME**

The name of the corporation is 3-D Machining, Inc.

**ARTICLE II
ADDRESS**

The street address of the initial principal office, and, if different, the mailing address of the corporation is 1006 West 15th Street, Riviera Beach, Florida 33404.

**ARTICLE III
PURPOSE**

The purpose for which the corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

**ARTICLE IV
AUTHORIZED CAPITAL**

The corporation is authorized to issue Ten Thousand (10,000) shares of common stock.

**ARTICLE V
REGISTERED AGENT**

The name and street address of the registered agent is National Corporate Research, Ltd., Inc., 515 East Park Avenue, Tallahassee, Florida 32301.

**ARTICLE VI
LIMITATION OF DIRECTORS' LIABILITY**

The corporation shall indemnify, to the fullest extent permitted by Section 607.0850 of the Florida Statutes, as amended from time to time, each director that such section grants the corporation the power to indemnify. If the Florida Statutes is amended hereafter to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the fullest extent permitted by the Florida Statutes, as so amended. Any repeal or modification of the foregoing by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

The board of directors of the corporation is expressly authorized to adopt, amend or repeal the bylaws of the corporation.

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(((H07000169830 3)))

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

NATIONAL CORPORATE RESEARCH, LTD., INC.

By: Theresa Lennon
Theresa Lennon, Assistant
Secretary

6/29/07
Date

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