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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 025080 4342718
AUTHORIZATION : *Patricia Pigute*
COST LIMIT : \$ 78.75

ORDER DATE : November 30, 2004
ORDER TIME : 10:19 AM
ORDER NO. : 025080-005
CUSTOMER NO: 4342718
CUSTOMER: Mr. Marc A. Chambers
Glenn Rasmussen Fogarty &
Suite 1300
100 South Ashley Drive
Tampa, FL 33602

ARTICLES OF MERGER

E SOLUTIONS NETWORKS, INC.
INTO
E SOLUTIONS CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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11105

ARTICLES OF MERGER

TO MERGE

E SOLUTIONS NETWORKS, INC

INTO

E SOLUTIONS CORPORATION

FILED

04 NOV 30 PM 1:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

E SOLUTIONS NETWORKS, INC. ("*Networks*"), a Florida corporation, and E SOLUTIONS CORPORATION ("*E Solutions*"), a Florida corporation, execute the following Articles of Merger pursuant to sections 607.1104 and 607.1105 of the Florida Business Corporation Act, Chapter 607, Florida Statutes (the "*Florida Business Corporation Act*"), to effectuate a merger of Networks with and into E Solutions (the "*Merger*");

ARTICLE I

PLAN OF MERGER

The plan of merger of Networks into E Solutions (the "*Plan of Merger*") is as follows:

1.1 Parties to Merger. The parties to the Merger are Networks and E Solutions (together, the "*Companies*"). E Solutions owns all of the issued and outstanding stock of Networks.

1.2 The Merger. Subject to the terms and conditions of this Plan of Merger and in accordance with the Florida Business Corporation Act, Networks will be merged with and into E Solutions as of the Effective Time of the merger specified in Article II below. As a result of the Merger, E Solutions will continue as the surviving corporation (the "*Surviving Corporation*"), and the corporate existence of Networks will cease at the Effective Time. Promptly after these Articles of Merger are fully executed, E Solutions shall deliver these Articles of Merger to the Department of State of Florida (the "*Department*") for filing and pay to the Department all fees required for their filing and to effectuate the Merger.

1.3 Cancellation of Shares. E Solutions is the owner of each outstanding share of \$.01 par value common stock of Networks ("*Networks Stock*"). At the Effective Time, each share of Networks Stock that is issued and outstanding immediately before the Effective Time will be deemed cancelled without payment of any consideration or conversion.

1.4 **Effects of Merger.** The Merger will have the legal effects prescribed by section 607.1106 and section 607.1107 of the Florida Business Corporation Act. On June 4, 2002, Networks became a Qualified Subchapter S Subsidiary of E Solutions and, therefore, under Section 332 of the Internal Revenue Code of 1986, as amended (the "*Code*"), the Companies were deemed to be a single entity for federal income tax purposes as of that date. The Merger is intended to continue the Companies' single entity status under Section 332 of the Code and qualify as a tax-free transaction.

1.5 **Bylaws and Articles of Incorporation.** The Bylaws and Articles of Incorporation of E Solutions in effect at the Effective Time will be the Bylaws and Articles of Incorporation of the Surviving Corporation, until they are amended in accordance with their terms and the Florida Business Corporation Act.

1.6 **Directors and Officers.** The directors and officers of E Solutions in office at the Effective Time will continue to be the directors and officers of the Surviving Corporation following the Merger, until their respective successors are duly elected and qualified in accordance with the Florida Business Corporation Act and E Solutions' Bylaws and Articles of Incorporation or until their earlier death, resignation, or removal from office.

1.7 **Further Assurances.** At any time and from time to time after the Effective Time, at the request of E Solutions or any assignee or successor of it, the officers and directors of Networks last in office shall execute and deliver to E Solutions any new, additional, or confirmatory deed, agreement, instrument, or other document, and take or cause to be taken all further action, as is necessary or appropriate to vest, record, confirm, perfect, or otherwise establish E Solutions' right, title, and interest in and to all rights, powers, property, franchises, immunities, and privileges of Networks or to otherwise carry into effect the intent and purposes of this Plan of Merger.

1.8 **Amendment or Abandonment.** A waiver, amendment, modification, or termination of this Plan of Merger or any provision of it will be valid and effective only if approved by the Board of Directors and shareholders of both Networks and E Solutions.

ARTICLE II

EFFECTIVE DATE OF MERGER

The Merger will become effective (the "*Effective Time*") as of 12:01 a.m. on January 1, 2005, after these Articles of Merger are filed by the Department of State of Florida.

ARTICLE III

SHAREHOLDER APPROVAL OF MERGER AND PLAN OF MERGER

The Merger and Plan of Merger were adopted and approved by E Solutions, as sole shareholder of Networks, as of November 18, 2004, and by all the shareholders of E Solutions as of November 18, 2004. E Solutions, as the sole shareholder of Networks, has waived the statutory requirement that a copy of the Plan of Merger be mailed to it.

Executed: As of November 18, 2004, in Tampa, Florida.

E SOLUTIONS NETWORKS, INC.

By: 

Richard E. Nicholas, President

E SOLUTIONS CORPORATION

By: 

Michael A. Morizio, President