

P99000022287

Sunstate Research  
Requestor's Name

\_\_\_\_\_  
Address

\_\_\_\_\_  
City/State/Zip Phone #

200002804502--7  
-03/12/99--01082--013  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Zenith Corporation  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in     
  Pick up time \_\_\_\_\_     
  Certified Copy  
 Mail out     
  Will wait     
  Photocopy     
  Certificate of Status

99 MAR 12 PM 1:34  
 FILED  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED  
 99 MAR 12 PM 12:50  
 DIVISION OF CORPORATION

Examiner's Initials Jee 3/15



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 15, 1999

SUNSTATE RESEARCH

TALLAHASSEE, FL

SUBJECT: ZENITH CORPORATION  
Ref. Number: P9900022287

*Corrected -  
Please note  
3/19/99 the day  
we submitted  
this document  
Thank you*

We have received your document for ZENITH CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please include the exhibit(s) referred to in your document.

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) 487-6908.

Teresa Brown  
Corporate Specialist

Letter Number: 699A00012116

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

ZENITH CORPORATION, a Delaware corporation

INTO

**ZENITH CORPORATION**, a Florida corporation, P99000022287

File date: March 12, 1999

Corporate Specialist: Teresa Brown

**ARTICLES OF MERGER  
OF**

**ZENITH CORPORATION,  
a Delaware corporation**

**WITH AND INTO**

**ZENITH CORPORATION,  
a Florida corporation**

**FILED**  
99 MAR 12 PM 1:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1105 and 607.1107 of the Florida Business Corporation Act (the "Act"), **ZENITH CORPORATION**, a Delaware corporation ("Zenith (Delaware)"), and **ZENITH CORPORATION**, a Florida corporation ("Zenith (Florida)"), hereby adopt the following Articles of Merger for the purpose of merging Zenith (Delaware) with and into Zenith (Florida):

**FIRST:** The Agreement and Plan of Merger adopted by Zenith (Delaware) and Zenith (Florida) is attached hereto as Exhibit "A" (the "Merger Agreement").

**SECOND:** The Merger Agreement was adopted by unanimous written consent of all of the Shareholders and all of the members of the Board of Directors of Zenith (Delaware) as of March, 1999, in accordance with the provisions of Section 252 of the Delaware General Corporation Law.

**THIRD:** The Merger Agreement was adopted by unanimous written consent of all of the Shareholders and all of the members of the Board of Directors of each of Zenith (Florida) as of March, 1999, in accordance with the provisions of Section 607.1105 of the Act.

**FOURTH:** This Merger shall become effective on the time at which duly executed Articles of Merger and an Agreement and Plan of Merger, signed by Zenith (Delaware) and Zenith (Florida), are filed with the Florida Department of State pursuant to Section 607.1105 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, Zenith (Delaware) and Zenith (Florida) have caused these Articles of Merger to be executed in their respective corporate names and on their behalf by their respective Presidents as of this 3 day of March, 1998.

ZENITH CORPORATION, a Delaware corporation

By: Joan M Stewart  
Print Name: JOAN M. STEWART  
Its President

ZENITH CORPORATION, a Florida corporation

By: Joan M Stewart  
Print Name: JOAN M. STEWART  
Its President

Exhibit "A"

**AGREEMENT  
AND  
PLAN OF MERGER**

**THIS AGREEMENT AND PLAN OF MERGER** (hereinafter referred to as the "Plan of Merger") is made and entered into as of the 1<sup>st</sup> day of March, 1998, by and between **ZENITH CORPORATION**, a Delaware corporation ("Zenith (Delaware)"), and **ZENITH CORPORATION**, a Florida corporation ("Zenith (Florida)"), said two corporations being herein sometimes collectively called the "Constituent Corporations".

**WITNESSETH:**

**WHEREAS**, Zenith (Delaware) is a corporation duly organized and existing under the laws of the State of Delaware;

**WHEREAS**, Zenith (Florida) is a corporation duly organized and existing under the laws of the State of Florida;

**WHEREAS**, the Board of Directors of each of Zenith (Delaware) and Zenith (Florida) deem it advisable and in the best interest of Zenith (Delaware) and Zenith (Florida), respectively, that Zenith (Delaware) merge (the "Merger") with and into Zenith (Florida) as provided herein;

**WHEREAS**, it is the intention of Zenith (Delaware) and Zenith (Florida) to qualify as a reorganization pursuant to Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, as a mere change of state of incorporation of Zenith (Delaware) from Delaware to Florida.

**WHEREAS**, all of the members of the Board of Directors of Zenith (Delaware) and Zenith (Florida) have voted in favor of the Merger of Zenith (Delaware) with and into Zenith (Florida).

**WHEREAS**, the Shareholders of each of Zenith (Delaware) and Zenith (Florida) have voted all the issued and outstanding shares of common stock of Zenith (Delaware) and Zenith (Florida), respectively, in favor of the Merger of Zenith (Delaware) with and into Zenith (Florida).

**NOW, THEREFORE**, it is hereby agreed by and between Zenith (Delaware) and Zenith (Florida) that pursuant to the provisions of Section 607.1105 and other applicable sections of the Florida Business Corporation Act, Zenith (Delaware) is hereby merged with and into Zenith (Florida), effective upon the filing of the Articles of Merger with the Florida Department of State (the "Effective Date").

**IT IS FURTHER AGREED** with respect to the Plan of Merger that:

1. The surviving corporation resulting from the Merger of Zenith (Delaware) with and into Zenith (Florida) shall be Zenith (Florida).

2. On the Effective Date of this Merger, each share of stock of Zenith (Delaware) (the "Zenith (Delaware) Stock") shall be converted into one fully paid and nonassessable share of common stock of Zenith (Florida). The Shareholders of Zenith (Delaware) shall surrender the Zenith (Delaware) Stock to Zenith (Florida) in such manner as Zenith (Florida) requires. In exchange for the Zenith (Delaware) Stock, each Shareholder of Zenith (Florida) shall be entitled to receive the same number of shares of common stock of Zenith (Florida) that he held in Zenith (Delaware) immediately prior to the Merger. All of the issued and outstanding shares of stock of Zenith (Delaware) that existed immediately before the Merger shall be cancelled.

3. The Articles of Incorporation of Zenith (Florida) shall not be affected by the consummation of the Merger herein provided and shall continue to be the Articles of Incorporation of the surviving corporation.

4. The Bylaws of Zenith (Florida) shall not be affected by the consummation of the Merger herein provided and shall continue to be the Bylaws of the surviving corporation.

5. As a result of this Merger:

(a) Zenith (Delaware) and Zenith (Florida) shall be a single corporation, and the surviving corporation shall be Zenith (Florida).

(b) The separate existence of Zenith (Delaware) shall cease.

(c) As the surviving corporation of the Merger, Zenith (Florida) shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation organized under the Florida Business Corporation Act herein cited, and shall possess all the rights, privileges, immunities and franchises of a public as well as a private nature of each of the constituent corporations to this Merger. Additionally, all property, real, personal and mixed, all debts due on whatever account, all choses in action, and all and every other interest of or belonging to or due to each of the constituent corporations hereby merged shall be taken and deemed to be transferred to and vested in Zenith (Florida) without further act or deed, and the title to any real estate, or any interest therein, vested in either of the constituent corporations, shall not revert or be in any way impaired by reason of this Merger.

(d) On the Effective Date, Zenith (Florida) shall be responsible and liable for all the liabilities and obligations of each of the constituent corporations merged, and any claim existing or action or proceeding pending by or against either constituent corporation may be

prosecuted as if this Merger had not taken place, or Zenith (Florida) may be substituted in the place of Zenith (Delaware) and neither the rights of creditors nor any liens upon the properties of the constituent corporations shall be impaired by reason of this Merger.

**IT IS FURTHER AGREED** that the respective Presidents of Zenith (Delaware) and Zenith (Florida) are hereby authorized and directed to prepare, execute and file with the Office of the Secretary of State in and for the State of Florida, Articles of Merger reflecting the Merger herein effected, together with any required articles of merger, in substantially the form included with this Plan of Merger and by this reference incorporated herein, and are further authorized and directed to take such additional necessary steps or implement such courses of action as are necessary to legally consummate the Merger herein effected.

**IN WITNESS WHEREOF**, Zenith (Delaware) and Zenith (Florida), the constituent corporations to this Plan of Merger, have executed this Plan of Merger on the date first above written.

ZENITH CORPORATION, a Delaware corporation

By: Joan M. Stewart  
Print Name: JOAN M. STEWART  
Its President

ZENITH CORPORATION, a Florida corporation

By: Joan M. Stewart  
Print Name: JOAN M. STEWART  
Its President