

P99000063834

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H99000020938 9)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 922-4000

From: Account Name : ATLAS, PEARLMAN, TROP & BORKSON, P.A.
Account Number : 076247002423
Phone : (954) 763-1200
Fax Number : (954) 766-7800

FILED
99 AUG 20 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 AUG 20 PM 1:46
DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

SENSE HOLDINGS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

Merger
KRB
8-20

Electronic Filing Menu

Corporate Filing

Public Access Help

9

ARTICLES OF MERGER
Merger Sheet

MERGING:

CENTURY SILVER MINES, INC., an Idaho corporation, not qualified in Florida

INTO

SENSE HOLDINGS, INC., a Florida corporation, P99000063834

File date: August 20, 1999

Corporate Specialist: Karen Gibson

FILED
99 AUG 20 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
CENTURY SILVER MINES, INC.,
(an Idaho corporation)
INTO
SENSE HOLDINGS, INC.,
(a Florida corporation)**

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: The plan of merger is as follows:

1. **Merger.** CENTURY SILVER MINES, INC., an Idaho corporation ("Acquisition") shall be merged (the "Merger") with and into SENSE HOLDINGS, INC., a Florida corporation bearing Document #P99000063834 ("Sense"). Acquisition and Sense are sometimes hereinafter collectively referred to as the "Constituent Corporations." Sense shall be the surviving corporation of the Merger (the "Surviving Corporation"), effective upon the date when these Articles of Merger are filed with the Department of State of the State of Florida (the "Effective Date").

2. **Articles of Incorporation and By-Laws.** The Articles of Incorporation and By-Laws of Sense, as same shall exist from and after the Effective Date, shall be the Articles of Incorporation and By-Laws of the Surviving Corporation following the Effective Date, unless and until the same shall be amended or repealed in accordance with the provisions thereof or applicable law, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Articles of Incorporation and By-Laws of the Surviving Corporation, shall constitute the Articles of Incorporation and By-Laws of the Surviving Corporation separate and apart from these Articles of Merger.

3. **Succession.** On the Effective Date, Sense shall continue its corporate existence under the laws of the State of Florida, and the separate existence and corporate organization of Acquisition, except insofar as it may be continued by operation of law, shall be terminated and cease.

4. **Conversion of Shares.** On the Effective Date, by virtue of the Merger and without any further action on the part of the Constituent Corporations or their shareholders, each outstanding share of Acquisition's common stock, \$.10 par value per share, and each outstanding option to purchase common stock of Sense, shall be converted into the consideration set forth in Section 8 and Section 10, respectively, of the Agreement and Plan of Merger (the "Plan of Merger") between Acquisition and Sense.

SECOND: The Effective Date of the Merger is the date upon which these Articles of Merger are filed with the Department of State of the State of Florida.

H99000020938 9

6176-0100 243115.1

STEVEN I. WEINBERGER, ESQ., FL BAR # 0135585
ATLAS, PEARLMAN, TROP & BORKSON, P.A.
200 EAST LAS OLAS BOULEVARD, SUITE 1900
FORT LAUDERDALE, FL 33301
(954) 763-1200

H99000020938 9

THIRD: The Plan of Merger was adopted by the boards of directors of Acquisition and Sense on the 20th day of July 1999, and by holders of a majority of the issued and outstanding shares of common stock of Acquisition, on the 20th day of August 1999. No shares of Sense are issued or outstanding.

Signed this 20th day of August 1999.

**Century Silver Mines, Inc.,
an Idaho corporation**

By: 
Dore Scott Perler, President

**Sense Holdings, Inc.,
a Florida corporation**

By: 
Dore Scott Perler, President

H99000020938 9

6176-0100 243115.1