

Division of Corporations

P9800065147

Florida Department of State  
Division of Corporations  
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Katherine Harris, Secretary of State

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Phone : (305) 789-3200  
Fax Number : (305) 789-3395

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## MERGER OR SHARE EXCHANGE

EDATA.COM, INC.

Certificate of Status	0
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Mergers  
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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

INDAR CORPORATION, a Florida corporation, document number  
P98000104611

INTO

**EDATA.COM, INC.**, a Florida corporation, P98000065147

File date: June 30, 1999

Corporate Specialist: Karen Gibson

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**ARTICLES AND PLAN OF MERGER AGREEMENT**

THIS ARTICLES AND PLAN OF MERGER AGREEMENT (the "Merger Agreement") dated as of May 28, 1999, is entered into by and among INDAR Corporation, a Florida corporation ("INDAR"), and eData.com, Inc., a Florida corporation ("eData" or the "Surviving Corporation"). INDAR and eData are herein sometimes collectively called the "Constituent Corporations."

**WITNESSETH:**

WHEREAS, INDAR is a corporation duly organized and existing under the laws of the State of Florida and, as of the date hereof, the authorized capital stock of INDAR consists of 1,000 shares of common stock, par value \$1.00 per share (the "INDAR Common Stock"), of which 1000 shares are issued and outstanding;

WHEREAS, eData is a corporation duly organized and existing under the laws of the State of Florida and, as of the June 30, 1999, the authorized capital stock of eData consists of 50,000,000 shares of common stock, par value \$.001 per share (the "eData Common Stock"), of which 12,000,000 shares are issued and outstanding;

WHEREAS, the board of directors and the shareholders of INDAR adopted and approved this Merger Agreement as of May 28, 1999;

WHEREAS, the board of directors and the shareholders of eData adopted and approved this Merger Agreement as of May 28, 1999; and

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, the parties hereto mutually agree as follows:

**ARTICLE I**

1.1 **Merger:** Upon the terms and subject to the conditions set forth herein, INDAR shall be merged with and into eData (the "Merger") upon the filing of this Merger Agreement with

Filed by:  
Alison W. Miller, Fla. Bar No.220132  
Stearns Weaver Miller, et al  
150 West Flagler Street, Suite 2200  
Miami, Florida 33130  
Telephone: 305-789-3200  
Facsimile: 305-789-3395

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the Secretary of State of the State of Florida in accordance with Section 607.1105 of the Florida Business Corporation Act (the "Act") (5:00 p.m. Eastern Time on the date of such filing with the Secretary of State of the State of Florida is referred to herein as the "Effective Time"; and the "Effective Date" of the Merger shall be the date of the Effective Time). The separate corporate existence of INDAR shall thereupon cease and eData shall be the surviving corporation and the separate corporate existence of eData shall continue unaffected and unimpaired by the Merger except as otherwise provided for herein.

## ARTICLE II

2.1 Articles of Incorporation of Surviving Corporation: From and after the Effective Time, and until further amended in accordance with the Act, the Articles of Incorporation of eData shall be the Articles of Incorporation of the Surviving Corporation.

2.2 Bylaws of Surviving Corporation: The Bylaws of eData, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation until duly amended in accordance with such Bylaws and applicable law.

2.3 Officers and Directors of Surviving Corporation: The officers of eData immediately prior to the Effective Time shall, after the Effective Time, be the officers of the Surviving Corporation and the directors of eData shall, after the Effective Time, be the directors of the Surviving Corporation, in each case until their respective successors are duly appointed or elected and qualified, or until their earlier death, resignation or removal.

## ARTICLE III

### 3.1 Impact on INDAR Common Stock and eData Common Stock:

3.1.1 Conversion of INDAR Common Stock: At the Effective Time, each share of INDAR Common Stock which, immediately prior to the Effective Time, is issued and outstanding, shall be converted without any action on the part of the holder thereof into and be exchangeable for six thousand (6,000) shares of common stock of the Surviving Corporation.

3.1.2 Conversion of eData Common Stock: At the Effective Time, each share of eData Common Stock that is issued and outstanding immediately prior to the Effective Time shall thereafter represent one share of common stock of the Surviving Corporation.

3.2 Exchange of INDAR Common Stock: As soon as practicable after the Effective Time, each holder of shares of INDAR Common Stock which, immediately prior to the Effective Time, were issued and outstanding shall surrender to eData, or its duly appointed agent, any certificates which, immediately prior to the Effective Time, shall have represented any shares of

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INDAR Common Stock then issued and outstanding. Upon receipt of such surrendered share certificates, eData shall issue and exchange therefor certificates for shares of common stock of the Surviving Corporation to which such holder is entitled as hereinabove provided.

#### ARTICLE IV

4.1 Amendment: Subject to applicable law, this Merger Agreement may be amended, modified or supplemented only by written agreement of INDAR and eData, or by the respective officers thereunto duly authorized, at any time prior to the Effective Time.

4.2 Counterparts: This Merger Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one agreement.

4.3 Governing Law: This Merger Agreement shall be governed by and construed and enforced in accordance with the internal laws of the State of Florida, without regard to conflict of laws principles thereof.

IN WITNESS WHEREOF, INDAR and eData have caused this Merger Agreement to be executed in their respective corporate names by their respective duly authorized officers on the day, month and year first above written.

INDAR, CORPORATION

By: 

Hank Asher  
President

eData.com, Inc.

By: 

Hank Asher  
Chief Executive Officer

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