

P03000095481

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

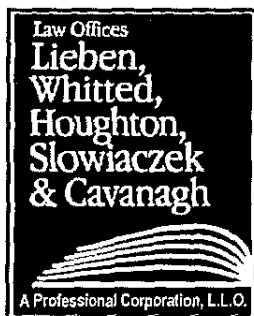


400024420084

12/03/03--01024--006 **70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2003 DEC -2 PM 3:59

merger
LTS
12-3-03



Virginia A. Albers
Brenda D. Beadle
James B. Cavanagh
John D. Ellsworth
William G. Garbina
Willow T. Head
David S. Houghton
J.P. Sam King
T. Geoffrey Lieben
Robert W. Mullin
Michael C. Pallesen
John S. Slowiaczek
Warren R. Whitted, Jr.

November 26, 2003

Of Counsel
Greg Jahn

Secretary of State
Florida Dept. of State
R.A. Gray Building
500 S. Bronough
Tallahassee, FL 32399-0250

In re: SMM Architect, Inc.
Our File No: 1720-099

Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Merger of SMM Architect, Inc. Please note that the Florida corporation will be merged into the Nebraska corporation, with the Nebraska corporation being the surviving corporation. Also enclosed is our check in the amount of \$70.00 for the filing of the Articles. Please return a file stamped copy of the Articles to me in the enclosed self-addressed, stamped envelope.

Please contact me with any questions. Otherwise, thank you for your assistance.

Very truly yours,

Michael C. Pallesen
For the Firm

MCP/jb
Enclosures
175682

2003 DEC -2 PM 3:59

ARTICLES OF MERGER

Pursuant to the Florida Business Corporation Act (the "Act"), SMM Architect, Inc., a Nebraska corporation, sets forth the following information:

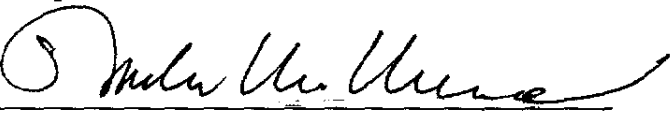
1. Attached to these Articles and made a part of them is a copy of the Plan of Merger dated November 26, 2003, between SMM Architect, Inc., a Nebraska corporation (the "Surviving Corporation") and SMM Architect, Inc., a Florida corporation (the "Merged Corporation").
2. The Plan of Merger was approved and adopted by the shareholders of the undersigned corporations in the manner prescribed by the Act on November 26, 2003. There were no dissenting shareholders.
3. The effective date of the merger is the date of filing of these Articles.
4. The address of the Surviving Corporation's principal office is as follows:

SMM Architect, Inc.
400 Essex Court, Regency Park
Omaha, NE 68114

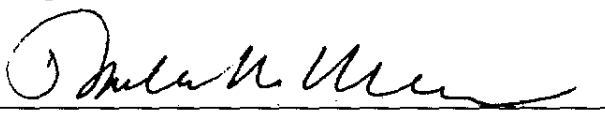
5. The Surviving Corporation is deemed to have appointed the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation on the rights of dissenting shareholders of the merged corporation.

DATED: November 26, 2003.

SMM ARCHITECT, INC., a Nebraska
corporation

By: 
Stanley M. Meradith, President

SMM ARCHITECT, INC., a Florida
corporation

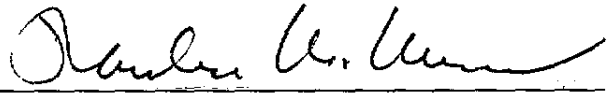
By: 
Stanley M. Meradith, President

PLAN OF MERGER

1. The name of the Surviving Corporation is: SMM Architect, Inc. a Nebraska corporation ("SMM - NE").
2. The name of the Merging Corporation is: SMM Architect, Inc., a Florida corporation ("SMM - FL").
3. The terms and conditions of the merger are as follows: Upon the date of filing of these Articles of Merger with the Secretary of States of Nebraska and Florida SMM - NE, will be the surviving corporation and the separate existence of SMM - FL, as a Florida corporation shall cease, and all rights, franchises, interests, property, real, personal and mixed, choses in action and any other assets and businesses of SMM - FL shall merge with, and become a part of, SMM - NE without any further transferences, deeds, conveyances, or other actions. All liabilities of every type and manner whatsoever of SMM - FL shall also become those of SMM - NE.
4. The manner and basis of converting the shares of each merging corporation into shares, obligations or other securities of the Surviving Corporation, or any other corporation, or into cash or other property are as follows: All shares of stock of SMM - FL shall be exchanged for shares of SMM - NE on a one-for-one basis. All shares of SMM - FL shall be cancelled.
5. The Plan of Merger was approved in accordance with the Nebraska Business Corporation Act, and the Florida Business Corporation Act.

DATED November 26, 2003.

SMM ARCHITECT, INC., a Nebraska
corporation

By: 
Stanley M. Meradith, President

SMM ARCHITECT, INC., a Florida
corporation

By: 
Stanley M. Meradith, President