

167513

Florida Department of State
Division of Corporations
Public Access System

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.

((H090002111813)))



H090002111813ABCX

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) 617-6380

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

Melgo

RECEIVED
2009 SEP 30 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

DEVCON INTERNATIONAL CORP.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

FILED
2009 SEP 30 AM 10:39
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Electronic Filing Menu

Corporate Filing Menu

Help

TL

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 SEP 30 AM 10:39

**ARTICLES OF MERGER
OF MONITOR MERGER SUB, INC.
WITH AND INTO DEVCON INTERNATIONAL CORP.**

Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Statutes, the undersigned do hereby submit for filing, the following Articles of Merger for the purpose of merging Monitor Merger Sub, Inc., a Florida corporation ("Monitor" or "Merging Corporation"), with and into Devcon International Corp., a Florida corporation ("Devcon" or "Surviving Corporation"), with Devcon being the surviving corporation:

1. The Plan of Merger is as follows:

(a) The full name of and state of incorporation for each of the constituent entities participating in the merger are: Monitor Merger Sub, Inc., a Florida corporation, and Devcon International Corp., a Florida corporation.

(b) The terms of the merger are as follows:

(i) At the Effective Time of the merger, Monitor shall be merged with and into Devcon and Devcon shall be the surviving corporation. Monitor will cease to exist as a separate corporation and Monitor and Devcon shall thereupon become a single entity that shall continue its existence as a Florida corporation under the Amended and Restated Articles of Incorporation attached hereto as Exhibit A to be filed contemporaneously with these Articles of Merger.

(ii) The name of the Surviving Corporation shall be Devcon International Corp.

(iii) Upon the Effective Time, each issued and outstanding share of Devcon's common stock (excluding any shares held by Devcon or any of its subsidiaries and excluding shares held by shareholders who perfect their statutory appraisal rights, if any) shall be canceled, extinguished and converted into the right to receive \$0.15 in cash. Upon the Effective Time, each issued and outstanding share of Devcon's preferred stock shall be converted into the right to receive specifically negotiated amounts of cash equal to each preferred shareholder's allocable portion of (A) the total consideration to be paid by Monitor to all of Devcon's shareholders (preferred and common) in connection with the merger less the amount paid to Devcon's common shareholders, plus (B) amounts that may or may not be received by the Surviving Corporation in connection with a future sale of certain assets. Prior to the Effective Time, all outstanding options or rights to purchase shares of Devcon's common stock became immediately exercisable and, upon the Effective Time, all such rights and options that have not been exercised shall be canceled and extinguished. Upon the Effective Time, each share of Monitor's common stock shall be converted into one (1) validly issued, fully paid and non-assessable share of common stock, par value \$0.0001 per share, of the Surviving Corporation.

(iv) Upon the Effective Time, (A) Monitor shall cease to exist; (B) all assets and property (real, personal and mixed, tangible and intangible, choses in action, rights and credits) then owned by Monitor or which would inure to Monitor shall immediately, by operation of law and without any conveyance, transfer or further action, become the property of the surviving corporation; and (C) Devcon shall succeed to all of the rights and obligations and duties and liabilities of the Surviving Corporation.

(v) Upon the Effective Time, the Articles of Incorporation of the Surviving Corporation shall be amended and restated as attached hereto as Exhibit A and shall become the Amended and Restated Articles of Incorporation of the Surviving Corporation.

(vi) Upon the Effective Time, the Bylaws of Monitor shall become the Bylaws of Devcon.


2. The Board of Directors of Devcon approved the Plan of Merger on August 14, 2009 and the Shareholders of Devcon adopted the Plan of Merger on August 28, 2009.
3. The Board of Directors of Monitor approved the Plan of Merger on August 28, 2009 and the sole Shareholder of Monitor adopted the Plan of Merger on August 28, 2009.
4. The Merger shall become effective on September 30, 2009 at 11:59 p.m., eastern daylight savings time ("Effective Time").

IN WITNESS WHEREOF, each constituent entity has caused these Articles of Merger to be executed by each such entity's duly authorized officer, as of the 30th day of September, 2009.

DEVCON INTERNATIONAL CORP.

By: 
Robert Farenhem
President

MONITOR MERGER SUB, INC.

By: 
Prescott Ashe
President and Chief Executive Officer

[Articles of Merger]

EXHIBIT A

The amendments contained in these Amended and Restated Articles of Incorporation required shareholder approval and have been approved by the Directors of the Corporation on August 14, 2009, and adopted by all of the Shareholders owning preferred and common shares on August 28, 2009. There were two voting groups, holders of preferred shares and holders of common shares, entitled to vote on the amendments. The number of votes cast for said amendments by said voting groups was sufficient for approval by those voting groups.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DEVCON INTERNATIONAL CORP.**

ARTICLE I

The name of the corporation is Devcon International Corp. (hereinafter the "Corporation").

ARTICLE II

The address of the Corporation's registered office in the State of Florida is 1201 Hays Street, in the City of Tallahassee, Florida 32301. The name of its registered agent at such address is Corporation Service Company.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV

The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares of Common Stock, with a par value of \$0.0001 per share.

ARTICLE V

The address of the Corporation's principal office and mailing address is 3880 North 28th Terrace, Hollywood, Florida 33020.

ARTICLE VI

These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation as of the 30th day of September, 2009.

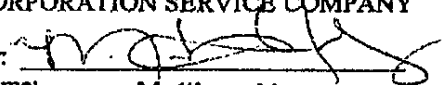


Robert C. Farenhem
President and Chief Executive Officer

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in these Amended and Restated Articles of Incorporation, Corporation Service Company hereby accepts the appointment as registered agent and agrees to act in this capacity. Corporation Service Company further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and Corporation Service Company is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 607, F.S.

CORPORATION SERVICE COMPANY

By: 
Name: Matthew Young
Title: as its agent

Date: September 30, 2009