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291436

Florida Department of State  
Division of Corporations  
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**MERGER OR SHARE EXCHANGE**

**AVANTI PRESS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

ACHAC, INC., a Florida corporation, document number P01000009281

INTO

AVANTI PRESS, INC. which changed its name to

**AVANTICASE-HOYT INC.**, a Florida entity, 291436

File date: February 1, 2001

Corporate Specialist: Karen Gibson

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**ARTICLES OF MERGER**

of

ACHAC, Inc., a Florida corporation,

with and into

Avanti Press, Inc., a Florida corporation

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01 FEB - 1 PM 3:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 and 607.1107 of the Florida Business Corporation Act (the "FBCA"), the undersigned corporations enter into these Articles of Merger by which ACHAC, Inc., a Florida corporation ("ACHAC"), shall be merged (the "Merger") with and into Avanti Press, Inc., a Florida corporation (the "Surviving Company"), in accordance with a Plan of Merger (the "Agreement"), adopted pursuant to Section 607.1103 of the FBCA, and the undersigned corporations hereby certify as follows:

1. Parties of Merger. The names of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State/Country of Incorporation</u>
ACHAC, Inc.	Florida
Avanti Press, Inc.	Florida

2. Change of Name of Surviving Company. Article I of the Surviving Company's Articles of Incorporation shall be amended to read as follows:

"ARTICLE I

NAME

The name of this corporation shall be as follows:

avantica-se-hoyt inc."

3. Compliance with Florida Law. ACHAC and the Surviving Company are in compliance with the applicable provisions of FBCA Sections 607.1101 - 607.1104, and with FBCA Section 607.1105.
4. Plan of Merger. The terms and conditions of the proposed merger and the manner and basis for converting the shares are set forth in the Agreement. Attached hereto as Exhibit A is a Plan of Merger, which implements the terms of the Agreement.

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5. Board of Directors Approval. The Agreement was approved and adopted, by the respective Boards of Directors of ACHAC on February 1, 2001 and by the Surviving Company on February 1, 2001.
6. Shareholder Approval. The Agreement was approved and adopted by the stockholders of ACHAC on February 1, 2001. The Agreement was approved and adopted by the stockholders of the Surviving Company on February 1, 2001.
7. Effective Date. The effective date of the merger herein contemplated shall be the date on which these Articles of Merger are filed with the Secretary of State, State of Florida.

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed as of this 1<sup>st</sup> day of February, 2001.

ACHAC, Inc., a Florida corporation

By:   
Name: Wayne R. Angstrom  
Title: President

Avanti Press, Inc., a Florida corporation

By:   
Name: Eugenio Martinez  
Title: President

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**EXHIBIT A**  
**PLAN OF MERGER**

**THIS PLAN OF MERGER** (the "Plan") is adopted and approved this 1<sup>st</sup> day of February, 2001

by:

ACHAC, INC., a Florida corporation (the "Merged Corporation"); and

AVANTI PRESS, INC., a Florida corporation (the "Surviving Corporation").

The Merged Corporation and the Surviving Corporation are referred to collectively herein as the "Constituent Corporations."

**BACKGROUND**

The Shareholders and the Board of Directors of the Constituent Corporations have determined that it is in the best interests of the Constituent Corporations to merge in accordance with the provisions of Section 607.1107 of the Florida Business Corporations Act, all in accordance with the terms and conditions hereinafter set forth.

**PLAN**

Merger.

The Merged Corporation shall merge with and into the Surviving Corporation, which corporation shall survive the merger. The effective date of the merger shall be the date on which the Articles of Merger are filed in the offices of the Secretary of State, State of Florida.

Organizational Documents of Surviving Corporation and Amendment to Articles of Incorporation of Surviving Corporation

Upon the effective date of the merger provided for herein, the Articles of Incorporation and the Bylaws of Surviving Corporation, shall become the Articles of Incorporation and the Bylaws of the Surviving Corporation, until altered, amended, or repealed, except that Article I of the Articles of Incorporation of the Surviving Corporation shall be amended, changing the name of the Surviving Corporation to the following:

"avanticase-hoyt inc."

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Directors and Officers.

Upon the effective date of the merger provided for herein, the Board of Directors of the Surviving Corporation shall consist of the following persons:

Brian C. Edwards  
Wayne R. Angstrom  
Jeanne Caruana

Such persons shall serve until their respective successors are duly elected and qualified.

The persons who shall be the officers of the Surviving Corporation after the consummation of the transactions described herein shall consist of the following persons:

Eugenio Martinez (President), Wayne R. Angstrom, (Vice President), and Jeanne Caruana (Secretary and Treasurer). Such persons shall serve until their respective successors are duly appointed and qualified.

Effect of Merger.

Upon the effective date of the merger, the separate existence of the Merged Corporation shall cease, and the Merged Corporation shall be merged in accordance with the provisions of this Plan into the Surviving Corporation, which shall survive such merger, and shall continue in existence and shall, without other transfer, succeed to and possess all of the rights, privileges, immunities, powers and purposes of each of the Constituent Corporations consistent with the Articles of Incorporation of the Surviving Corporation, and all property, real, personal and mixed, causes of action, and every other asset of each of the Constituent Corporations shall vest in the Surviving Corporation without further act or deed, and the Surviving Corporation shall assume and be liable for all of the liabilities, obligations and penalties of each of the Constituent Corporations. No liability or obligation against either of the Constituent Corporations due or to become due, claim or demand for any cause existing against

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either of the Constituent Corporations shall be released or impaired by such merger. No action or proceeding, civil or criminal, then pending by or against either of the Constituent Corporations shall abate or be discontinued by such merger but may be enforced, prosecuted, settled, or compromised as if such merger had not occurred, or the Surviving Corporation may be substituted in such action in place of either of the Constituent Corporations. To the extent permitted by law, from time to time, as and when requested by the Surviving Corporation or by its successors and assigns, the Merged Corporation shall execute and deliver or cause to be executed and delivered all such deeds and instruments, and shall take or cause to be taken, such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to, and possession of, all property of the Merged Corporation acquired or to be acquired by reason of or as a result of the merger herein provided for. The proper officers and directors of the Merged Corporation and the proper officers and directors of the Surviving Corporation are fully authorized, in the name of the Surviving Corporation or otherwise, to undertake or cause to be taken any and all such action.

Conversion of Capital Stock of Merged Corporation.

Each of the shares of common stock of the Merged Corporation issued and outstanding as of the effective date hereof shall, by virtue of the merger and without any action on the part of the holder thereof, be converted to the right to receive one (1) share of the \$1.00 par value common stock of the Surviving Corporation.

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