

Division of Corporations

Page 1 of 1

544764

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.

(((H03000247472 1)))

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) 205-0380

From:

Account Name : MITRANI, RYNOR, ADAMSKY, MACAULAY & ZORRILLA, P.A.
Account Number : I20000000078
Phone : (305) 358-0050
Fax Number : (305) 358-0550

MERGER OR SHARE EXCHANGE

APPLICATION ORIENTED DESIGNS, INC.

Certificate of Status	1
Certified Copy	0
Page Count	02
Estimated Charge	\$78.75

RECEIVED

03 AUG -5 PM 3:43

DIVISION OF CORPORATIONS

FILED
03 AUG -5 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing

Public Access Help

(((H03000247472 1)))

**PLAN AND ARTICLES OF MERGER OF
AOD ACQUISITION CORP., A FLORIDA CORPORATION,
INTO APPLICATION ORIENTED DESIGNS, INC., A FLORIDA CORPORATION**

THE UNDERSIGNED CORPORATIONS DO HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations (the "Constituent Corporations") of the merger (the "Merger") is as follows:

<u>Name</u>	<u>State of Incorporation</u>
AOD Acquisition Corp.	Florida
Application Oriented Designs, Inc.	Florida

SECOND: That a plan of merger between the parties to the Merger has been approved and adopted by the board of directors of each of the Constituent Corporations on August 4, 2003, in accordance with the requirements of Florida law and that, upon filing this document with the Secretary of State of Florida, the Merger shall be effective (the "Effective Time").

THIRD: The surviving corporation of the Merger is Application Oriented Designs, Inc., a Florida corporation (the "Surviving Corporation").

FOURTH: The terms and conditions of the Merger and the manner and basis of converting the shares of the Constituent Corporations is as follows:

(a) Corporate Existence

(1) From and after the Effective Time, Application Oriented Designs, Inc. as the Surviving Corporation shall continue its corporate existence as a Florida corporation and (i) it shall thereupon and thereafter possess all rights, privileges, powers, franchises and property (real, personal and mixed) of each of the Constituent Corporations; (ii) all debts due to either of the Constituent Corporations, on whatever account, all causes of action and all other things belonging to either of the Constituent Corporations shall be taken and deemed to be transferred to and shall be vested in the Surviving Corporation by virtue of the Merger without further act or deed; (iii) the title to any real estate vested by deed or otherwise, under the laws of any jurisdiction, shall not revert or be in any way impaired by reason of the Merger; and (iv) all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.

(2) From and after the Effective Time, (i) the Articles of Incorporation and Bylaws of Application Oriented Designs, Inc., shall be the Articles of Incorporation and Bylaws of the Surviving Corporation subject to any subsequent amendments; and (ii) the members of the Board of Directors and officers of Application Oriented Designs, Inc. holding office immediately prior to the Effective Time shall remain as the members of the Board of Directors and officers of the Surviving Corporation, each to serve subject to the Surviving Corporation's bylaws.

(((H03000247472 1)))

FILED
03 AUG -5 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(((H03000247472 1)))

(b) Conversion of Securities

As of the Effective Time and without any action on the part of the Constituent Corporations or the holders of any of the securities of either of these corporations each of the events set forth below shall occur:

- (i) Each of the 262.5 issued and outstanding shares of common stock of Application Oriented Designs, Inc., held by Maria Torres and George Rodriguez shall be cancelled and have no further force or effect.
- (ii) Each of the remaining 37.5 issued and outstanding shares of common stock of Application Oriented Designs, Inc., shall be cancelled and converted into the right to receive \$2,386.67 per share.
- (iii) Each of the 100 issued and outstanding shares of common stock of AOD Acquisition Corp. shall be cancelled and shall be automatically converted into one share of the common stock of the Surviving Corporation.

FIFTH: The plan of Merger set forth herein was approved by written consent of the shareholders of the Constituent Corporations as of August 4, 2003, pursuant to Section 607.0704 of the Florida Business Corporation Act.

APPLICATION ORIENTED DESIGNS, INC.

By: 
Maria Torres, President

AOD ACQUISITION CORP.

By: 
Maria Torres, President

J:\809441Ca\Plan-Articles of Merger 7-30-03.wpd

(((H03000247472 1)))