

630918

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SECRETARY OF STATE
APPROPRIATE FILING

Merger

D CONNELL JAN 04 2010

FISHER RUSHMER
ATTORNEYS AT LAW

December 18, 2009

James M. Talley
Internet Address: JTALLEY@FISHERLAWFIRM.COM

Florida Department of State
Division of Corporations
Amendment Section
Post Office Box 6327
Tallahassee, Florida 32314

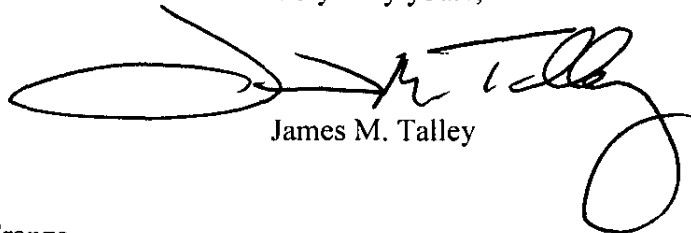
Re: United Systems and Software, Inc.
Document Number 630918

United Image Technologies, Inc.
Document Number S26336

Gentlemen:

Enclosed for filing pursuant to Section 607.1105, Florida Statutes, are the form cover letter, Articles of Merger, and Plan of Merger for the above-referenced corporations, together with our firm check in the amount of \$78.75, representing a \$35.00 filing fee for the merging corporation, \$35.00 filing fee for the surviving corporation, and \$8.75 for a certified copy.

Very truly yours,



James M. Talley

JMT:lba

Enclosures

cc: Mr. David M. Franze
Mr. Keith M. Fischer

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: United Systems and Software, Inc.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

James M. Talley, Esq.
Contact Person

Fisher Rushmer Law Firm
Firm/Company

20 N. Orange Avenue, Suite 1500
Address

Orlando, FL 32801
City/State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

James M. Talley, Esq. At (407) 843-2111
Name of Contact Person Area Code & Daytime Telephone Number

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER
(Profit Corporations)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the **surviving** corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/applicable) |
|--|---------------------|---|
| <u>United Systems and Software, Inc.</u> | <u>Florida</u> | <u>630918</u> |

Second: The name and jurisdiction of each **merging** corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/applicable) |
|--|---------------------|---|
| <u>United Image Technologies, Inc.</u> | <u>Florida</u> | <u>S26336</u> |


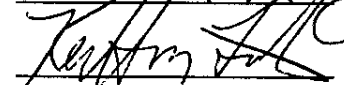
Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

Fifth: Adoption of Merger by **surviving** corporation. The Plan of Merger was adopted by the shareholders of the surviving corporation on August 17, 2009.

Sixth: Adoption of Merger by **merging** corporation. The Plan of Merger was adopted by the shareholders of the merging corporation(s) on August 17, 2009.

Seventh: SIGNATURES FOR EACH CORPORATION

| <u>Name of Corporation</u> | <u>Signature of an Officer or Director</u> | <u>Typed or Printed Name of Individual & Title</u> |
|--|---|--|
| <u>United Systems and Software, Inc.</u> |  | <u>David M. Franze, President</u> |
| <u>United Image Technologies, Inc.</u> |  | <u>Keith M. Fischer, President</u> |

PLAN OF MERGER

This Plan of Merger is made and entered into this 17th day of AUGUST, 2009, by and between United Image Technologies, Inc., a Florida corporation ("UITI"), and United Systems and Software, Inc., a Florida corporation ("USSI" or the "Surviving Corporation").

1. Background.

1.1 Plan of Merger. The Board of Directors of UITI and USSI, respectively, deem it financially prudent and advisable for UITI to merge with and into USSI.

1.2 UITI. UITI is a corporation organized and existing under the laws of the State of Florida and has authorized capital stock consisting of 3,000,000 shares of no par value common stock, of which, 51% of the shares are held by Kenneth M. Fischer, Lake Mary, Florida ("Fischer") and 49% of the shares are held by CL Financial, Ltd., Port of Spain, Trinidad, West Indies ("CLFL").

1.3 USSI. USSI is a corporation organized and existing under the laws of the State of Florida and has authorized capital stock consisting of 10,000,000 shares of no par value common stock, of which, 51% of the shares are held by Fischer and 49% of the shares are held by CLFL.

1.4 Surviving Corporation. The Surviving Corporation shall be United Systems and Software, Inc., a Florida corporation with authorized capital stock consisting of 10,000,000 shares of no par value common stock, of which, 51% of the shares will be held by Fischer and 49% of the shares will be held by CLFL.

2. Terms and Conditions of Merger. The effective date of the merger shall be the date upon which the Articles of Merger are filed with the Secretary of State. Upon the effective date of the merger, the separate corporate existence of UITI shall cease; title to all real estate and other property owned by UITI or USSI shall be vested in USSI without reversion or impairment; and the Surviving Corporation shall have all liabilities of UITI and USSI. Any proceeding pending by or against UITI or USSI may be continued as if

such merger did not occur, or the Surviving Corporation may be substituted in the proceedings for UITI.

3. Governing Law. The laws of the State of Florida shall govern the Surviving Corporation.

4. Registered Office. The address of the registered office of the Surviving corporation shall be 255 Primera Blvd., Suite 160, Lake Mary, Florida 32746, USA.

5. Accounting. The assets and liabilities of UITI and USSI (collectively the "Constituent Corporations") as of the effective date of the merger shall be taken up on the books of the Surviving Corporation at the amounts at which they are carried at that time on the respective books of the Constituent Corporations.

6. Articles of Incorporation. The Articles of Incorporation of USSI shall constitute the Articles of Incorporation of the Surviving Corporation.

7. Bylaws. The Bylaws of USSI as of the effective date of the merger shall be the Bylaws of the Surviving Corporation until the same shall be altered or amended in accordance with the provisions thereof.

8. Directors. The directors of USSI as of the effective date of the merger shall be the directors of the Surviving Corporation until their successors are duly elected and qualified.

9. Surviving Corporation Shares. As of the effective date of the merger:

(a) Fischer shall own 51% of the shares and CLFL shall own 49% of the shares of the Surviving Corporation.

(b) On the effective date of the merger, holders of certificates of common stock in UITI shall surrender them to the Surviving Corporation in such manner as the Surviving Corporation legally shall require. Upon receipt of such certificates, the Secretary of Surviving Corporation shall cancel the certificates.

10. Shareholder Approval. This Plan of Merger shall be submitted to the shareholders of UITI and USSI, identified hereinabove as Fischer and CLFL, for their approval. Upon a majority vote of the shares held by the shareholders for approval of the Plan of Merger, Articles of Merger shall be filed as required under the laws of the State of Florida.

11. Termination of Merger. This merger may be abandoned at any time prior to the filing of Articles of Merger with the Secretary of State, upon failure of a majority vote of the shareholders to approve the Plan of Merger or by a majority vote of the Board of Directors of either UITI or USSI. If the merger is terminated, there shall be no liability

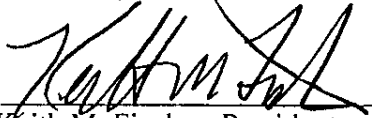
on the part of UITI or USSI, their respective Boards of Directors, or shareholders.

12. Authorization. UITI hereby authorizes Keith M. Fischer and USSI hereby authorizes David M. Franze to execute such documents (including but not limited to Articles of Merger) and to take such other actions as each of them deems appropriate to effectuate and carry out the intent of this Plan of Merger without the need for any additional authorizations by UITI or USSI.

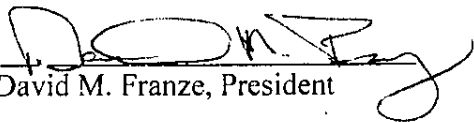
13. Counterparts. This Plan of Merger may be executed in any number of counterparts, and all such counterparts shall be and constitute an original instrument.

IN WITNESS WHEREOF, the undersigned have caused this Plan of Merger to be duly executed by their authorized officers, as of the date first set forth above.

**United Image Technologies, Inc., a
Florida corporation**

By 
Keith M. Fischer, President

**United Systems and Software, Inc.,
a Florida corporation**

By 
David M. Franze, President