

Document Number Only

856649

C T Corporation System.

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City

State

Zip

Phone

CORPORATION(S) NAME

100002517401--1
-05/08/98--01085--013
*****70.00 *****70.00

Delpar Enterprises, Inc

Merged into:

NTW Incorporated

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

☐ Will Wait

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Other
☐ Change of R.A.
☐ Fictitious Name

☐ CUS

☐ After 4:30

☒ Pick Up

Name
Availability

Document
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

PLEASE RETURN EXTRA COPY(S)

FILE STAMPED

THANKS

JOEY

CR2E031 (1-89)

9

ARTICLES OF MERGER
Merger Sheet

MERGING:

DELPAR ENTERPRISES, INC., a Florida corporation, H01126

into

NTW INCORPORATED OF VIRGINIA, a Delaware corporation 856649

File date: May 8, 1998

Corporate Specialist: Joy Moon-French



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 11, 1998

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: NTW INCORPORATED doing business in Florida as NTW
INCORPORATED OF VIRGINIA
Ref. Number: 856649

We have received your document for NTW INCORPORATED doing business in Florida as NTW INCORPORATED OF VIRGINIA and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 898A00025825

Walk In
Pick up

Jay
Please back date
Thanks

RECEIVED
98 MAY 12 AM 11:44
DIVISION OF CORPORATIONS

**ARTICLES OF MERGER
OF
DELPAR ENTERPRISES, INC.
(Subsidiary Corporation)**

INTO

**NTW INCORPORATED
(Parent Corporation)**

FILED
98 MAY -8 PM 4: 17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1104 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: NTW Incorporated is a corporation organized under the laws of the State of Delaware owning at least 80 percent of the shares of Delpar Enterprises, Inc., a corporation organized under the law(s) of the State of Florida.

SECOND: The following plan of merger was adopted by the board of directors of NTW Incorporated on April 30, 1998.

THIRD: The pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates therefor is provided for as follows:

See attached Agreement and Plan of Merger.

FOURTH: Shareholders of the subsidiary who, except for the applicability of this section, would be entitled to vote and who dissent from the merger pursuant to Section 607.1320 F.S., may be entitled, if they comply with the provisions of this Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

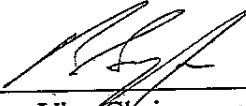
FIFTH: A copy or summary of the plan of merger delivered by the parent corporation on the 30th day of April, 1998, to each shareholder of the subsidiary who in writing waived the mailing requirement.

SIXTH: The effective date of the merger is April 30, 1998.

Signed this 30th Day of April, 1998.

NTW INCORPORATED

(Surviving Corporation)

By 
(Chairman or Vice Chairman of the Board
of Directors, or President or another Officer)

Paul A. Baffico

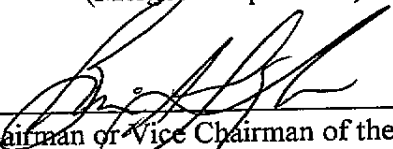
(Name)

Chairman, President and Chief Executive Officer

(Title)

Delpar Enterprises, Inc.

(Merged Corporation)

By 
(Chairman or Vice Chairman of the Board
of Directors, or President or another Officer)

Brian A. Sexton

(Name)

President and chief Executive Officer

(Title)

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated as of the 30th day of April, 1998 between NTW Incorporated, a Delaware corporation ("NTW"), and Delpar Enterprises, Inc., a Florida corporation ("Delpar").

WHEREAS, as of the date hereof, the authorized capital stock of Delpar consists of 1,000 shares of common stock, no par value of which 999 shares are issued and outstanding; and

WHEREAS, the Boards of Directors of NTW and Delpar deem it desirable and in the best interest of their respective corporations and shareholders that Delpar merge with and into NTW (the "Merger") in accordance with the terms and conditions set forth herein.

NOW THEREFORE, in consideration of the foregoing and the mutual covenants contained herein and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

1. **Merger.** Pursuant to the application provisions of the Delaware General Corporation Law and the Florida General Corporation Act, Delpar hereby merges with and into NTW and the separate corporate existence of Delpar shall hereby cease. NTW shall be the surviving corporation (sometimes hereinafter referred to as the "Surviving Corporation") and shall continue to be governed by the laws of the State of Delaware and the separate corporate existence of NTW, with all its purposes, objects, rights, privileges, powers and franchises, shall continue unaffected by the Merger.

2. **Effective Date.**

This Agreement shall become effective immediately upon compliance with the laws of this state (the "Effective Date").

3. **Manner and Basis of Cancellation of Delpar Corporation Shares.**

(i) The number of shares which Delpar has authority to issue and which are issued and outstanding as of the date hereof are as follows:

<u>Class</u>	<u>Number of Authorized Shares</u>	<u>Par Value</u>	<u>Number of Shares Outstanding</u>
Common	1,000	\$.50	999

(ii) Each share of Delpar Common Stock that is issued and outstanding immediately prior to the Effective Date of the Merger shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled upon the Merger.

4. Certificate of Incorporation, By-Laws, Directors and Officers of the Surviving Corporation.

The Certificate of Incorporation of NTW shall be the Certificate of Incorporation of the Surviving Corporation.

The By-Laws of NTW as in effect immediately prior to the Effective Date of the Merger shall be and remain the By-Laws of the Surviving Corporation, until thereafter amended in accordance with applicable law. All individuals who immediately prior to the Effective Date of the Merger were directors and officers of NTW shall remain directors and officers of the Surviving Corporation.

5. Effect of Merger.

At the Effective Date of the Merger:

(a) The Surviving Corporation shall thereupon and thereafter possess all of the rights, privileges, immunities and franchises, whether of a public or private nature, of all of the parties hereto, and all property, real, personal and mixed, and all debts due on whatever account, including subscription to shares, and all other choses in action and all and every other interest, of or belonging to or due to any of the parties hereto, shall be taken and deemed to be transferred to and vested to NTW without further act or deed; and the title to any real estates, or any interest therein, vested in any of the parties hereto shall not revert or in any way be impaired by reason of the Merger;

(b) The Surviving Corporation shall be responsible and liable for all of the liabilities and obligations of the parties hereto; and any claim existing or action or proceeding pending by or against any party hereto may be substituted in its place. Neither the rights of creditors nor any liens upon the properties of any of the parties hereto shall be impaired by the Merger.

6. Termination.

At any time prior to the filing hereof this Agreement and the Merger may be terminated by a written agreement signed by the Boards of Directors of all of the parties hereto, prepared and executed in the manner provided in Section 7 hereof. In the event of such termination and abandonment, this Agreement shall become void and of no effect, without any liability on the part of any of the parties hereto or their respective directors, officers, or shareholders.

7. Modifications, Amendments and Waiver.

At any time prior to the filing hereof, the parties hereto by their respective Board of Directors, may by written agreement amend, waive, modify or extend the time for performance of any obligation or other acts required to be performed by this Agreement.

8. Service of Process on Surviving Corporation.

It is agreed that, upon and after the issuance of a certificate of merger by the Delaware Secretary of State:

(a) The Surviving Corporation may be served with process in the State of Delaware in any proceeding for the enforcement of any obligation on any corporation which is a party to the Merger and in any proceeding for the enforcement of rights of a dissenting shareholder of any such corporation organized under the laws of the State of Delaware against the Surviving Corporation.

(b) The Secretary of State of the State of Delaware shall be and hereby is irrevocably appointed as the agent of the Surviving Corporation to accept service of process in any such proceeding.

IN WITNESS WHEREOF, this Agreement has been executed by the duly authorized officers of each of the parties hereto as of the day and year first above written.

NTW Incorporated
a Delaware corporation
("NTW")

By: 

Paul A. Barfco
President

ATTEST:



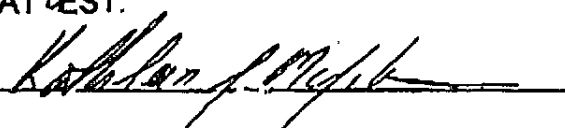
Secretary

Delpar Enterprises, Inc.
a Florida corporation
("Delpar")

By: 

Brian A. Sexton
President

ATTEST:



Secretary