

F00000002420

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FILED
00 MAY 18 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Admire Solutions, Inc. — F00000002420
(Corporation Name) (Document #)

2. Reese Web, Inc. — P95000066479
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS

- ☐ Profit
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☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☒ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
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TALLAHASSEE, FLORIDA

COULLETTE MAY 18 2000

Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

MERGING:

REESE WEB, INC., a Florida corporation, P95000066479

INTO

AIMNET SOLUTIONS, INC., a Delaware entity, F00000002420

File date: May 18, 2000

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER
BETWEEN
AIMNET SOLUTIONS, INC.
AND
REESE WEB, INC.**

Pursuant to Section 607.1105 of the Florida Business Corporation Act, Aimnet Solutions, Inc., a Delaware corporation (the "Surviving Corporation"), and Reese Web, Inc., a Florida corporation (the "Merging Corporation"), hereby adopt the following Articles of Merger for the purpose of effecting the merger of the Merging Corporation into the Surviving Corporation (the "Merger"). The Surviving Corporation will be the surviving corporation in the Merger.

ARTICLE I. The Plan of Merger, effecting the Merger of the Merging Corporation with and into the Surviving Corporation is attached to and made a part of these Articles of Merger as Exhibit "A" (the "Plan of Merger").

ARTICLE II. The effective time and date of the Merger shall be upon the filing of these Articles of Merger with the Secretary of State of Florida.

ARTICLE III. The Plan of Merger was adopted by the Surviving Corporation by the unanimous written consent of its Board of Directors on May 18, 2000 and by the vote of a majority of the outstanding shares of common stock of the Surviving Corporation represented at a special shareholder meeting held on May 18, 2000. The Plan of Merger was adopted by the Merging Corporation by the unanimous written consent of its Board of Directors on May 18, 2000 and by written consent of the sole shareholder of the Merging Corporation represented at a special shareholder meeting held on May 18, 2000.

ARTICLE IV. This document may be executed in counterparts, each of which shall be deemed an original and all of which taken together shall constitute one instrument binding on all of the parties, notwithstanding that all the parties are not signatories to the same counterpart.

(Signature Page Follows)

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IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of the
18th day of MAY, 2000.

REESE WEB, INC., a Florida corporation

By: _____
_____, as _____

AIMNET SOLUTIONS, INC., a Delaware corporation

By: [Signature]
MARK SELLON, as Vice President

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of the
18th day of May, 2000.

REESE WEB, INC., a Florida corporation

By: Andrew R. Reese
Andrew R. Reese, as President

AIMNET SOLUTIONS, INC., a Delaware corporation

By: _____
_____, as _____

**PLAN OF MERGER
BETWEEN
AIMNET SOLUTIONS, INC.
AND
REESE WEB, INC.**

Aimnet Solutions, Inc., a Delaware corporation, and Reese Web, Inc., a Florida corporation, adopt the following Plan of Merger, dated as of May 2, 2000, pursuant to Section 607.1101 of the Florida Business Corporation Act.

1. The name of each of the corporations planning to merge is:
 - i) The name of the surviving corporation is Aimnet Solutions, Inc. (the "Surviving Corporation"); and
 - ii) The name of the merging corporation is Reese Web, Inc. (the "Merging Corporation").
2. The effective time and date of the merger shall be upon the filing of the Articles of Merger with the Secretary of State of Florida (the "Effective Time").
3. The general terms and conditions of the merger are as follows:

At the Effective Time, the separate existence of the Merging Corporation shall cease and the Surviving Corporation shall ultimately succeed to all rights, privileges, immunities, powers, franchises, authority, and real and personal property of the Merging Corporation. The Surviving Corporation shall thereafter be responsible and liable for all obligations of the Merging Corporation, and neither the rights of the creditors nor any liens on the property of the Merging Corporation shall be impaired by the merger.

4. The manner and basis of converting the shares of each corporation shall be as follows:
 - (i) At the Effective Time, by virtue of the merger and without any action on the part of Merging Corporation, all of the outstanding shares of common stock, par value \$1.00 per share, of the Merging Corporation, shall be converted into the right to receive (x) \$300,000 in cash and (y) 260,000 authorized shares of the Surviving Corporation less that number of shares of the Surviving Corporation with a value equal to the greater of (i) the funded debt of the Merging Corporation on the date hereof or (ii) the funded debt on the date such funded debt is paid in full plus any amounts paid on or with respect to the funded debt on or after the date hereof and prior to the date such funded debt is paid in full, as determined based on a deemed value of \$2.50 per share. All shares of stock of the Merging Corporation shall be canceled and extinguished and cease to be outstanding.
 - (ii) At the Effective Time, by virtue of the merger and without any action on the part of Surviving Corporation, each issued and outstanding share of common stock, par value of \$.01 per share, of the Surviving Corporation that is issued and outstanding immediately prior to the Effective Time shall remain unchanged.

5. The certificate of incorporation of the Surviving Corporation shall be the certificate of incorporation of the Surviving Corporation and shall continue in full force and effect until amended and changed under the laws of Delaware.

6. The bylaws of the Surviving Corporation at the Effective Time shall become the bylaws of the Surviving Corporation and will continue in full force and effect until changed, altered, or amended as provided in such bylaws.

7. The Boards of Directors of the Surviving Corporation and the Merging Corporation may amend this Plan of Merger at any time prior to the filing of the Articles of Merger.