

FO 2002

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Articles of Merger
Filed 8-5-92

9 pgs.

Charter Number Only

F02002

C T CORPORATION SYSTEM

Requestor's Name

1311 Executive Center Drive, Suite 200

Address

Tallahassee, Florida 32301 656-8298

City

State

ZIP

Phone

PLEASE CALL CONNIE OR MELANIE OR EILEEN
IF PROBLEMS.
CORPORATION(S) NAME

VALIDATION ONLY

-08/05/92--00073--001

MERGERS

MERGER-----***70.00

TOTAL-----***70.00

-08/05/92--00073--002

MERGERS

CERT/PHOTO COPY-----***52.50

TOTAL-----***52.50

Blackhawk Geoservices, Inc.

merging into: Coleman Research Corporation

☐ Profit

☐ NonProfit

☐ Amendment

☒ Merger

☐ Foreign

☐ Withdrawal
☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Fictitious

☐ Reinstatement

☐ Reservation

☐ Other

☐ Change of Registered Agent

☒ Certified Copy

☐ Photo Copies

☐ Certificate Under Seal

☒ Call When Ready

☐ Call If Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail

Name	8/5/92
Availability	ADH 341F
Document	
Examiner	ADH
Updater	ADH
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Acknowledgment	ADH
W.P. Verifier	ADH

CR2E031 (R8-85)

PLEASE RETURN FILED
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FILED
1992 AUG-5 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

300
8-5-92

F02002

ARTICLES OF MERGER

NAMES OF MERGED
CORPORATION(S)

STATE OF
INC.

DOCUMENT #
IF APP.

BLACKHAWK GEOSCIENCES, INC.

Colorado

P28132

MERGING INTO

NAME OF SURVIVING
CORPORATION

STATE OF
INC.

DOCUMENT #
IF APP.

COLEMAN RESEARCH CORPORATION

Florida

F02002

IF NAME OF THE SURVIVING CORPORATION WAS CHANGED IN THE MERGER, THE NAME
THAT THE SURVIVING CORPORATION CHANGED TO:

File Date: 8-5-92

Effective Date, if applicable:

Document Examiner: AJH

DOMESTIC CORPORATION AND FOREIGN CORPORATION

ARTICLES OF MERGER

FILED
1992 AUG -5 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 7-7-107 of the Colorado Revised Statutes, 1973, as amended, and Section 607.1101 of the Florida Business Corporation Act, Blackhawk Geosciences, Inc., a Colorado corporation (hereinafter referred to as the "Merging Corporation") and Coleman Research Corporation, a Florida corporation (hereinafter referred to as the "Surviving Corporation") do hereby execute the following Articles of Merger for the purpose of merging Blackhawk Geosciences, Inc. into Coleman Research Corporation:

FIRST: The following Plan of Merger was adopted by the Shareholders of the Merging Corporation on the 28th day of July, 1992, and was adopted by the Shareholders of the Surviving Corporation, on the 24th day of July, 1992.

PLAN OF MERGER

Effective upon issuance of the Certificates of Merger by the Secretary of State of Florida and the Secretary of State of Colorado, the Merging Corporation hereby merges into the Surviving Corporation, and the Surviving Corporation shall be the surviving corporation resulting from said merger and the Surviving Corporation shall be governed by the laws of the State of Florida.

Upon the date when the Articles of Merger shall become effective, the separate existence of the Merging Corporation shall cease, and the Merging Corporation shall be merged into the Surviving Corporation, which shall possess all the rights, privileges, powers and franchises, and be subject to all of the restrictions, liabilities and duties of the corporation party to the Merger, and all and singular, the rights, privileges, powers and franchises of said corporation, and all property, real, personal and mixed, and all debts due to said corporation shall be vested in the Surviving Corporation; and all property, rights and privileges, powers and franchises, and all and every other interest, shall thereafter be as effectively the property of the Surviving Corporation as they were of the constituent corporation, and the title to any real estate, whether by deed or otherwise, vested in said corporation party hereto, shall not revert or be in any way impaired by reason of this merger, provided that all the rights of creditors and all liens upon the property of the corporation party hereto shall be preserved unimpaired, and all debts, liabilities and duties of the Merging Corporation shall forthwith attach to the said Surviving

Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

If, at any time, the Surviving Corporation shall consider or be advised that any further actions are necessary or desirable to vest in said Surviving Corporation, according to the terms hereof, the title to any property or rights of the said Merging Corporation, the proper officers and directors of said Merging Corporation shall and will execute and make all such proper assignments and assurances, and do all things necessary or proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of the Merger.

There will be no amendments to the charter of the Surviving Corporation effected as part of the merger.

Until altered, amended or repealed, as therein provided, the By-Laws of the Surviving Corporation in effect as of the date of this Agreement and Articles of Merger, shall continue to be the By-Laws of the Surviving Corporation.

The principal office of the Surviving Corporation shall be the principal office of the Surviving Corporation as of the date of the Articles of Merger.

The Surviving Corporation shall pay all the expenses of carrying the Articles of Merger into effect and of accomplishing the merger.

The manner of converting the outstanding capital shares of the Merging Corporation into the shares or securities of the Surviving Corporation shall be as follows:

Upon the effective date of the merger, each of the outstanding Three Thousand Eight Hundred Seventy (3,870) shares of the common stock, \$.01 par value, of the Merging Corporation (hereinafter referred to as the "Blackhawk Common Shares"), shall be transferred, exchanged and/or converted per Blackhawk Common Share either for (A) Fifty-Five and 58/100 Dollars (\$55.58) cash or (B) 2.32971 shares of the common stock, par value One Cent (\$.01) per share, of Coleman (hereinafter referred to as the "Coleman Shares") and each of the outstanding One Thousand Five Hundred (\$1,500) Series A Preferred Stock, \$1.00 par value of the

Merging Corporation shall be transferred for One Hundred Dollars (\$100) each (hereinafter referred to as the "Blackhawk Preferred Shares") (hereinafter the Blackhawk Common Shares and the Blackhawk Preferred Shares shall be collectively referred to as the "Blackhawk Shares"), as follows:

<u>SHAREHOLDER</u>	<u>BLACKHAWK SHARES</u>	<u>CLASS</u>	<u>VALUE</u>	<u>PAYMENT METHOD</u>
The Earth Technology Corporation	1,500	Preferred	\$150,000	\$150,000 - Cash
Pieter Hoekstra	3,500	Common	\$ 15,633 \$179,250	\$ 15,633 - Cash 7,500 Coleman Shares
Mark Blohn	370	Common	\$ 2,677 \$ 17,925	\$ 2,677 - Cash 750 Coleman Shares
TOTAL	3,870		\$365,465	\$267,825 - Cash 8,250 Coleman Shares

The total number of Coleman Shares to be transferred, exchanged and converted for the Blackhawk Common Shares owned by Shareholders receiving Coleman Shares shall be Eight Thousand Two Hundred Fifty (8,250) and the total cash to be paid for the Blackhawk Shares owned by Shareholders receiving cash shall be One Hundred Sixty-Eight Thousand Three Hundred Ten Dollars (\$168,310). All of the Coleman Shares transferred, exchanged and converted for the Blackhawk Common Shares shall be subject to a Stock Redemption Agreement and Stock Redemption Vesting Agreement. All Shareholders who are to receive cash for their Blackhawk Shares agree to accept Coleman's check as payment for their Blackhawk Shares.

Forthwith upon the effective date of the merger all of the shares of the Surviving Corporation owned by the shareholders immediately prior to the merger shall remain issued and outstanding.

SECOND: The following sets forth the Board of Directors of the Surviving Corporation after the effective date of the merger who shall hold office until their successors are duly elected and qualified:

Name

T. J. Coleman

The following sets forth the officers of the Surviving Corporation after the effective date of the merger who shall hold office until their successors are duly elected and qualified:

<u>Name</u>	<u>Office</u>
T. J. Coleman	CEO, Chr. of Board of Directors
James B. Morrison	President
Harriett C. Coleman	Secretary/Treasurer
Martin R. Adams	Corporate Vice President
B. G. Beck	Corporate Vice President
George J. Joseph	Corporate Vice President
Richard H. Levine	Corporate Vice President
Glenn Otis	Corporate Vice President
Richard C. Sebastian	Corporate Vice President
Richard V. Wells	Corporate Vice President

THIRD. All provisions of the laws of the State of Florida and the State of Colorado applicable to the Merger have been complied with.

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

1. The surviving may be served with process in the State of Colorado in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Colorado which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Colorado against the surviving corporation;


2. The Secretary of State of the State of Colorado shall be and hereby is irrevocably appointed as the agent of the surviving corporation to accept service of process in any such proceeding. The address to which the service of process in any such proceeding shall be mailed is 17301 W. Colfax, Suite 150, Golden, Colorado 80401.


3. The surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Colorado which is a party to the merger the amount, if any, to which they shall be entitled

under the provisions of "The Colorado Corporation Act" with respect to the rights of the dissenting shareholders.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be executed in its name by its president and secretary, as of the 30th day of July, 1992.

COLEMAN RESEARCH CORPORATION


By 
James B. Morrison
Its President

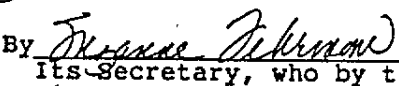
By 
Vicki L. Goldenson,
Its Assistant Secretary, who
by this
signature also attests

(CORPORATE SEAL)

(THE "SURVIVING CORPORATION")

BLACKHAWK GEOSCIENCES, INC.

By 
Its President

By 
Its Secretary, who by this
signature also attests

(CORPORATE SEAL)

(THE "MERGING CORPORATION")

Ref: PBC/27876

STATE OF COLORADO)

COUNTY OF JEFFERSON)

The foregoing instrument was acknowledged before me
this 30 day of July, 1992, by Pieter Hoekstra
President of Blackhawk Geosciences, Inc. on behalf of the
Corporation.

My commission expires: 1/14/96

Sharon J. Herman
Notary Public

(SEAL)

STATE OF COLORADO)

COUNTY OF JEFFERSON)

The foregoing instrument was acknowledged before me
this 30 day of July, 1992, by James B. Morrison,
President of Coleman Research Corporation on behalf of the
Corporation.

My commission expires: 1/14/96

Sharon J. Herman
Notary Public

(SEAL)