

F95000001120

Requester's Name

Address

City/State/Zip

Phone #

600004711456--0
-12/06/01--01041--002
*****52.50 *****52.50

Office Use Only

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

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

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

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

CR2E031(7/97)

T BROWN DEC 11 2001

FILED
01 DEC -6 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. Micros of South Florida Inc.
Name of corporation as it appears on the records of the Department of State.

2. Maryland
Incorporated under laws of

3. 03/09/95
Date authorized to do business in Florida

FILED
01 DEC -6 PM 3:50
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 02/29/00

5. MICROS FIDELIO SOUTHEAST, INC.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction

G C Kaufman
Signature

Date

Gary C. Kaufman
Typed or printed name

EVP/CFO
Title

ARTICLES OF MERGER

of
Stanley Hayman & Company, Inc., a District of Columbia corporation
into
MICROS of South Florida, Inc., a Maryland corporation

THESE ARTICLES OF MERGER, dated this 2nd day of February, 2000 pursuant to Section 3-109 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended (hereinafter referred to as the "Code"), are entered into by and between the corporations named in Article SECOND below, which are referred to herein collectively as the Constituent Corporations.

FIRST: The Constituent Corporations have agreed to merge, and the terms and conditions of said merger, the mode of carrying the same into effect and the manner and basis of converting or exchanging the shares of issued stock of each of the Constituent Corporations into different stock or other consideration pursuant to Section 3-103 of the Code, and the manner of dealing with any issued stock of the Constituent Corporations not to be so converted or exchanged, are and shall be as set forth herein.

SECOND: The parties to these Articles of Merger are MICROS of South Florida, Inc., a Maryland corporation, (hereinafter referred to as "MSFI"), and Stanley Hayman & Company, Inc., a D.C. corporation, (hereinafter referred to as "SHACI").

THIRD: MSFI shall be the successor corporation (hereinafter sometimes referred to as "Successor").

FOURTH: The principal office of MSFI in the State of Maryland is 12000 Baltimore Avenue, Beltsville, Maryland 20705, located in Prince George's County. The principal office of SHACI in the District of Columbia is 4406 Georgia Avenue, NW, Washington, DC 20011. SHACI maintains a resident agent in the State of Maryland, whose address is 15 Arive Court, Rockville, Maryland 20854 in Montgomery County. Neither of the Constituent Corporations owns real property in any county in Maryland.

FIFTH: The board of directors of MSFI, on February 2nd, 2000, by unanimous vote of the entire Board of Directors, duly adopted a resolution, declaring that a merger substantially upon the terms and conditions set forth in these Articles of Merger was advised, authorized and approved and directing their submission to the stockholders for approval. By unanimous informal action of the stockholders, effective February 2nd, 2000, the Articles of Merger were approved, all as required by MSFI's charter and the laws of the State of Maryland.

SIXTH: The board of directors of SHACI, on February 2nd, 2000, by unanimous vote of the entire Board of Directors, duly adopted a resolution declaring that a merger substantially upon the terms and conditions set forth in these Articles of Merger was advised, authorized and approved and directing their submission to the stockholders for approval. By unanimous informal action of the stockholders, effective February 2nd, 2000, the Articles of Merger were approved all as required by the Charter of SHACI and the laws of the District of Columbia.

STATE OF MARYLAND

I hereby certify that this is a true and correct copy of the original as filed in my office. DATE: 2-2-2000

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BY: *[Signature]* Custodian

This stamp replaces our previous certification system. Effective: 6/95

856 7 1-10-00 MAR - 7 4 9 38

SEVENTH: The Articles of Incorporation of MSFI shall be the Articles of Incorporation of the Successor, with the exception that MSFI's name shall be changed to "MICROS Etc. Inc." X

EIGHTH: MSFI has authority to issue shares of one class of stock, namely one thousand (1,000) shares of Common Stock, with a par value of two and one-half cents (\$0.025) per share, for an aggregate par value of twenty-five dollars (\$25.00) (the "MSFI Common Stock").

NINTH: SHACI has authority to issue shares of two classes of stock, as follows

- (a) Five thousand (5,000) shares of common stock, without par value (the "SHACI Common Stock").
- (b) Two thousand (2,000) shares of preferred stock, with a par value of five dollars (\$5.00) per share, for an aggregate par value of ten thousand dollars (\$10,000.00) (the "SHACI Preferred Stock").

TENTH: The manner and basis of converting or exchanging the issued stock of each of the Constituent Corporations into different stock or other consideration and the treatment of any issued stock of the Constituent Corporations not to be so converted or exchanged on the Effective Date shall be as follows:

- (a) Each share of SHACI Common Stock and SHACI Preferred Stock, if any, that remains unissued on the Effective Date of this merger shall be canceled.
- (b) Each share of MSFI Common Stock that is issued and outstanding on the Effective Date shall remain issued and outstanding as one share of MSFI Common Stock.
- (c) Each share of SHACI Common Stock and each share of SHACI Preferred Stock that is issued and outstanding on the Effective Date shall be converted or exchanged by Successor into six-tenths (0.6) of one share of MSFI Common Stock.
- (d) After the merger transaction described above shall have become effective, except as otherwise provided by the Code with respect to dissenting stockholders, each holder of an outstanding certificate or certificates theretofore representing SHACI Common Stock and SHACI Preferred Stock shall surrender the same to Successor and each such holder thereupon shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of MSFI Common Stock into which the SHACI Common Stock and SHACI Preferred Stock represented by the certificate or certificates so surrendered shall have been converted or exchanged by the provisions hereof.

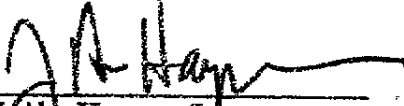
ELEVENTH:

(a) The Constituent Corporations, by mutual consent of their respective Board of Directors, may amend, modify and supplement these Articles of Merger in such manner as may be agreed upon by them in writing at any time before or after approval or adoption thereof by the stockholders of any of the Constituent Corporations or all of them, provided, however, that no such amendment, modification or supplement shall affect the rights of the stockholders of any of the Constituent Corporations in a manner which is materially adverse to such stockholders in the judgment of their respective Board of Directors.

(b) The merger provided for by these Article of Merger shall become effective (the "Effective Date") on the date that these Articles of Merger, duly advised, approved, signed, acknowledged, sealed and verified by SHACI and Successor as required by the laws of the State of Maryland, are accepted for record with the State Department of Assessments and Taxation of Maryland, as required by the laws of the State of Maryland.

IN WITNESS WHEREOF, MICROS of South Florida, Inc., and Stanley Hayman & Company, Inc., the corporations parties to the merger, have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by the respective Presidents and witnessed or attested by their respective Secretaries as of the 29th day of February, 2000.

ATTEST:


J. Alan Hayman, Secretary

Stanley Hayman & Company, Inc.

By: 
Richard W. Hayman, President

ATTEST:


Charles T. Gordon, Secretary

MICROS of South Florida, Inc.

By: 
Jay Usyk, President

THE UNDERSIGNED, President of Stanley Hayman & Company, Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger, to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.


Richard W. Hayman, President

THE UNDERSIGNED, President of MICROS of South Florida, Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.


Jay Usyk, President

**** FOR DEPARTMENTAL USE ONLY ****

DOCUMENT CODE 11A

BUSINESS CODE _____

_____ P.A. _____ Religious _____ Close _____ Stock _____ Non-stock _____

Merging
(Transferor) Stanley Hayman & Company,
Inc.

Surviving
(Transferee) Micros of South Florida,
Inc.

F01453943 (DC)

D03498227

FEES REMITTED

Base Fee: 20
Org. & Cap. Fee: _____
Expedita Fee: _____
Penalty: _____
State Recordation Tax: _____
State Transfer Tax: _____
Certified Copies: _____
Copy Fee: _____
Certificates: _____
Certificate Fee: _____
Other: _____

TOTAL FEES: 20

☐ Credit Card

☒ Check

☐ Cash

Documents on _____ Checks

APPROVED BY: H

NOTE:

COMMENT:

(New Name) Micros Fidelio Southeast,
Inc.

- ☒ Change of Name
- ☐ Change of Principal Office
- ☐ Change of Resident Agent
- ☐ Change of Resident Agent Address
- ☐ Resignation of Resident Agent
- ☐ Designation of Resident Agent and Resident Agent's Address
- ☐ Change of Business Code

☐ Adoption of Assumed Name

ID # D03498227 ACK # 1000156827000000
LIBER: 000124 FOLIO: 0300 PAGES: 0000
MICROS FIDELIO SOUTHEAST, INC.

03/07/2000 AT 09:38 A WO # 0000286325

ATTENTION:

Michael H. Jow

MAIL TO ADDRESS:

Micros
Systems, Inc
12000 Baltimore Ave
Beltsville, Md 20705

1291

STATE OF MARYLAND
DEPT OF ASSESSMENTS AND TAXATION
CUST ID: 0000343453
WORK ORDER: 0000286325
DATE: 03-07-2000 03:15 PM
AMT. PAID: \$20.00