

F97000001895

Florida Secretary of State  
Requestor's Name

6/26

Address

26084318

City/State/Zip

Phone #

Office Use Only

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 JUN 26 PM 3:40

FILED

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

1. Smartdisk Security Corp.  
(Corporation Name) (Document #)
2. into Smartdisk Corporation  
(Corporation Name) (Document #)
3. Merger  
(Corporation Name) (Document #)
4.  
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

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-06/26/98--01093--007  
\*\*\*\*122.50 \*\*\*\*122.50

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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98 JUN 26 PM 2:05  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Examiner's Initials

NOU  
6/26/98

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

SMARTDISK SECURITY CORPORATION, a Florida corporation P93000035906

INTO

**SMARTDISK CORPORATION**, a Delaware corporation, F97000001895

File date: June 26, 1998

Corporate Specialist: Annette Hogan



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 29, 1998

FLORIDA FILING & SEARCH

TALLAHASSEE, FL

SUBJECT: SMARTDISK CORPORATION  
Ref. Number: F97000001895

We have received your document for SMARTDISK CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must submit a document entitled Articles of Merger which must accompany the Plan of Merger you have submitted.

Articles of Merger for a profit corporation are filed pursuant to section 607.1105, Florida Statutes. Enclosed is a copy of chapter 607, Florida Statutes. Please refer to section 607.1101 through 607.1107, Florida Statutes, which may pertain to the corporations involved in the merger.

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: 598A00035325

*Re submit -  
pls. give orig  
date*

ARTICLES OF MERGER  
OF  
SMARTDISK SECURITY CORPORATION  
(a Florida corporation)  
INTO  
SMARTDISK CORPORATION  
(a Delaware corporation)

98 JUN 26 PM 3:40  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

These Articles of Merger are made and entered in to this 28th day of May, 1998 between SmartDisk Security Corporation, a corporation formed under the laws of the State of Florida ("SDSC"), and SmartDisk Corporation, a corporation formed under the laws of the State of a Delaware ("SDC").

**WHEREAS**, SDC lawfully owns all the outstanding stock of SDSC, and

**WHEREAS**, SDC and SDSC desire to merge SDSC into SDC and have SDC be possessed of all the estate, property, rights, privileges and franchises of SDSC.

**WHEREAS**, the Boards of Directors of SDC and SDSC, respectively, deem it advisable and generally to the welfare if the two corporations and their respective shareholders that SDSC merge with and into SDC pursuant to the Florida Business Corporation Act and the Delaware General Corporation Law.

**NOW, THEREFORE**, in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits provided, it is agreed by and between the parties hereto as follows:

1. **Plan of Merger.** SDSC shall be merged into SDC, parent corporation of SDSC (the "Merger"). SDC shall be the surviving corporation and the separate existence of SDSC shall cease. Upon the effective time of the Merger, each outstanding share of Common Stock, \$0.001 par value, of SDSC shall be cancelled.
2. **Effective Date.** The Merger shall be effective upon compliance with the laws of the States of Florida and Delaware, including the filing of these Articles of Merger with the Secretary of State of Florida and the filing of a Certificate of Ownership with the Secretary of State of Delaware (the "Effective Date").
3. **Shareholder Approval.** In accordance with the provisions of Section 607.1104 of the Florida Business Corporation Act, as SDC owns one hundred percent of the outstanding stock of SDSC, no shareholder approval is required.

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Articles of Merger of  
SmartDisk Security Corporation  
(a Florida Corporation) into  
SmartDisk Corporation  
(a Delaware Corporation)  
Page 2

4. **Adoption of Plan of Merger.** The Plan of Merger of the aforesaid Merger was adopted and approved by the Boards of Directors of each of SDC and SDSC, respectively, on May 28, 1998.

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed by their respective Presidents, and attested to by their respective Secretaries, on the 28th day of May, 1998.

**SMARTDISK CORPORATION**

By: Michael S. Battaglia  
Name: Michael S. Battaglia  
President

**ATTEST:**

By: Timothy Tomlinson  
Name: Timothy Tomlinson  
Secretary

**SMARTDISK SECURITY CORPORATION**

By: Michael S. Battaglia  
Name: Michael S. Battaglia  
President

**ATTEST:**

By: John W. Wyke  
Name: John W. Wyke  
Secretary

**PLAN OF MERGER OF  
SMARTDISK SECURITY CORPORATION  
(a Florida corporation)  
INTO  
SMARTDISK CORPORATION  
(a Delaware corporation)**

(UNDER SECTION 607.1104  
OF THE FLORIDA BUSINESS  
CORPORATION ACT)

This Plan of Merger is made this 28th day of May, 1998 between SmartDisk Security Corporation, a Florida corporation ("SDSC"), and SmartDisk Corporation, a Delaware corporation ("SDC").

**WHEREAS**, SDC lawfully owns all the outstanding stock of SDSC, a corporation organized and existing under the laws of Florida, and

**WHEREAS**, SDC and SDSC desire to merge SDSC into SDC and to have SDC be possessed of all the estate, property, rights, privileges and franchises of SDSC.

**WHEREAS**, the Board of Directors of SDC and SDSC, respectively, deem it advisable and generally to the welfare of the two corporations and their respective shareholders that SDSC merge with and into SDC pursuant to the Florida Business Corporation Act and the Delaware General Corporation Law.

**NOW, THEREFORE**, in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits provided, it is agreed by and between the parties hereto as follows:

1. **Merger**. SDSC, a wholly-owned subsidiary corporation of SDC, shall be and it hereby is merged into SDC, parent corporation of SDSC (the "**Merger**"). The Merger shall be effective upon compliance with the laws of the States of Florida and Delaware, including the filing of Articles of Merger with the Secretary of State of Florida and the filing of a Certificate of Ownership with the Secretary of State of Delaware (the "**Effective Date**").

2. **Cancellation of Shares**. Upon the Effective Date, each outstanding share of Common Stock, \$0.001 par value, of SDSC shall be cancelled.


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Plan of Merger of SmartDisk Security Corporation  
(a Florida Corporation)  
into SmartDisk Corporation  
(a Delaware Corporation)  
Page 2

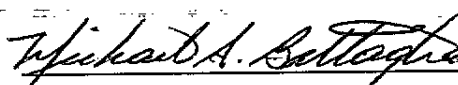
3. **Dissenting Shareholders.** The shareholders of SDSC who, except for the applicability of Section 607.1104 of the Florida Business Corporation Act (the "**Florida Act**"), would be able to vote and who dissent from the Merger pursuant to Section 607.1320 of the Florida Act, may be entitled, if they comply with the Florida Act regarding the right of dissenting shareholders, to be paid the fair value of their shares.

IN WITNESS WHEREOF, the parties herein have caused this Plan of Merger to be duly executed on the date first set forth above.

**SMARTDISK CORPORATION**

By:   
Name: Timothy Tomlinson  
Title: Secretary

**SMARTDISK SECURITY CORPORATION**

By:   
Name: Michael S. Battaglia  
Title: President