

F97000004603

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H11000274691 3)))



H110002746913ABC+

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

EFFECTIVE DATE
12-31-11

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11 NOV 22 PM 2:35

FILED

RECEIVED

11 NOV 18 AM 8:00

TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE
IOD INCORPORATED**

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$70.00

C.COULLETTE

NOV 22 2011

EXAMINER

ARTICLES OF MERGER
OF
OVERLOOK TECHNOLOGIES, INC.
(a Florida corporation)
WITH AND INTO
IOD INCORPORATED
(a Wisconsin corporation)

EFFECTIVE DATE
12-31-11

FILED
11 NOV 22 PM 2:35
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned officer of IOD Incorporated, a corporation organized under the laws of the State of Wisconsin, pursuant to Section 180.1105 of the Wisconsin Statutes, hereby certifies as follows:

1. The names and states of incorporation of each corporation that is a party to the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
IOD Incorporated	Wisconsin
Overlook Technologies, Inc.	Florida

2. A plan of merger has been approved and adopted by each corporation that is a party to the merger in the manner required by the laws applicable to each business entity, and in accordance with Section 180.1104 of the Wisconsin Statutes, and is attached hereto and incorporated herein by reference as Exhibit A (the "Plan of Merger").

3. The name of the surviving corporation is IOD Incorporated, a Wisconsin corporation (the "Surviving Corporation").

4. The effective date and time of the merger is 11:59 p.m. on December 31, 2011 (the "Effective Date").

5. The articles of incorporation of IOD Incorporated prior to the Effective Date will be the articles of incorporation of the Surviving Corporation.

6. The approved and adopted Plan of Merger is on file at the principal place of business of the Surviving Corporation.

7. The Surviving Corporation will provide a copy of the Plan of Merger, upon request and without cost, to any shareholder of a corporation that was a party to the merger or, upon payment to the Surviving Corporation of an amount equal to the cost of producing the copy, to any other interested person.

8. Overlook Technologies, Inc., the merged corporation, does not have a fee simple ownership interest in any Wisconsin real estate.

[Signature page follows].

9. On the Effective Date, the Surviving Corporation is deemed to agree that it will promptly pay to the dissenting shareholders of the Corporation the amount, if any, to which they are entitled under Section 607.1302 of the Florida Business Corporation Act.

[Signature page follows.]

IN WITNESS WHEREOF, the undersigned have executed this Article of Merger as of
the 16th day of November, 2011.

OVERLOOK TECHNOLOGIES, INC.

By: [Signature]
Name: William J. Plummer
Title: Secretary

IOD INCORPORATED

By: [Signature]
Name: William J. Plummer
Title: Secretary

Exhibits

Exhibit A: Plan of Merger

EXHIBIT A

PLAN OF MERGER

1. The names of the corporations planning to merge are Overlook Technologies, Inc., a business corporation organized under the laws of the State of Florida, and IOD Incorporated, a business corporation organized under the laws of the state of Wisconsin. The name of the surviving corporation into which Overlook Technologies, Inc. plans to merge is IOD Incorporated.

2. Overlook Technologies, Inc. and IOD Incorporated shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the State of Wisconsin, be merged with and into a single corporation, to wit, IOD Incorporated, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "Surviving Corporation," and which shall continue to exist as said Surviving Corporation under its present name pursuant to the provisions of the laws of the State of Wisconsin. The separate existence of Overlook Technologies, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation," shall cease at the effective time and date of the merger.

3. The articles of incorporation of the Surviving Corporation at the effective time and date of the merger in the State of Wisconsin shall be the articles of incorporation of said Surviving Corporation, and said articles of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the State of Wisconsin.

4. The bylaws of the Surviving Corporation at the effective time and date of the merger in the State of Wisconsin will be the bylaws of said Surviving Corporation, and said bylaws will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the State of Wisconsin.

5. The directors and officers in office of the Surviving Corporation at the effective time and date of the merger shall be the members of the Board of Directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.

6. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be cancelled, and the certificates representing such shares shall be surrendered and cancelled. No new shares shall be issued for any cancelled shares. The issued shares of the Surviving Corporation (including both shares of common stock and shares of preferred stock of the Surviving Corporation) shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the Surviving Corporation (being one share of common stock or one share of preferred stock, as applicable).

7. Shareholders of the non-surviving corporation who, except for the applicability of Section 607.1104 of the Florida Business Corporation Act, would be entitled to vote and who dissent from the merger pursuant to Section 607.1321 of the Florida Business Corporation Act,

may be entitled, if they comply with the provisions of the Florida Business Corporations Act regarding appraisal rights, to be paid the fair value of their shares.

8. The Boards of Directors and the proper officers of the non-surviving corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or the merger herein provided for.

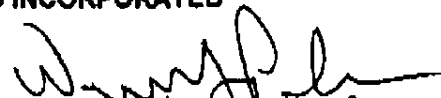
9. The parties intend for this merger to be treated as a tax free reorganization under Section 368(a)(1) of the Internal Revenue Code of 1986, as amended, and corresponding provisions of the laws of the State of Florida and the State of Wisconsin and shall take all steps to effect such treatment.

WAIVER OF MAILING REQUIREMENT

The undersigned, being the sole shareholder of Overlook Technologies, Inc., a Florida corporation (the "Corporation"), hereby waives the mailing requirement under Section 180.1104 of the Wisconsin Statutes and Section 607.1104 of the Florida Business Corporation Act regarding the merger of the Corporation with and into IOD Incorporated, a Wisconsin corporation.

IN WITNESS WHEREOF, the undersigned has executed this Waiver of Mailing Requirement as of the 16th day of November, 2011.

IOD INCORPORATED

By: 
Name: William J. Plummer
Title: Secretary

**CONSENT OF THE BOARD OF DIRECTORS
OF
OVERLOOK TECHNOLOGIES, INC.**

The undersigned, being all of the members of the Board of Directors (the "Board") of OVERLOOK TECHNOLOGIES, INC., a Florida corporation (the "Corporation"), hereby consent to the following actions without a formal meeting of the Board, or notice thereof:

BE IT RESOLVED, that the Board has determined that it is advisable and in the best interests of the Corporation to approve and adopt a plan of merger pursuant to which the Corporation, a wholly-owned subsidiary of IOD Incorporated, a Wisconsin corporation ("IOD"), will merge into IOD (the "Plan of Merger");

BE IT FURTHER RESOLVED, that the Board has determined that, pursuant to Section 607.1104(1)(a) of the Florida Business Corporation Act and Section 180.1104(1) of the Wisconsin Statutes, the approval of the Corporation's shareholders to the Plan of Merger is not required;

BE IT FURTHER RESOLVED, that the Plan of Merger be approved and adopted with an effective date of December 31, 2011 without any further action by the Board;

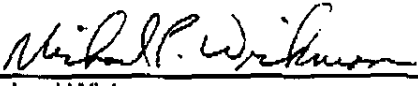
BE IT FURTHER RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized and directed to proceed on behalf of the Corporation and to take all such steps as they deem necessary or appropriate, with the advice and assistance of legal counsel, to cause the Corporation to consummate the Plan of Merger and the transactions contemplated thereby and any other documents or agreements entered into by the Corporation in connection therewith;

BE IT FURTHER RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized and directed to do and perform, or cause to be done and performed, all such acts, deeds and things and to make, execute and deliver, or cause to be made, executed and delivered, all such agreements, undertakings, documents, instruments or certificates in the name and on behalf of the Corporation or otherwise as each such officer may deem necessary or appropriate to effectuate or carry out fully the purpose and intent of the foregoing resolutions; and

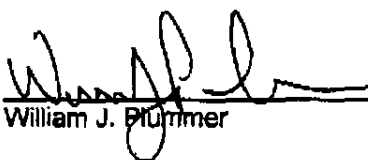
BE IT FURTHER RESOLVED, that any and all action heretofore or hereafter taken by any officer or director of the Corporation that relates to the subject matter hereof, and is not inconsistent with the authorizations in, the foregoing resolutions is hereby ratified and confirmed as the act and deed of the Corporation.

[Signature page follows.]

IN WITNESS WHEREOF, the undersigned have executed this Consent of the Board of Directors as of the 16th day of November, 2011.



Michael Wickman



William J. Plummer