

Document Number Only

F97000006606

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

FILED
98 SEP 23 PM 4:14
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Mudrick Witt Professional Reporting Inc

merging into:

Esquire Deposition Services, Inc.

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Fict. Filing | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> UCC-1 UCC-3 |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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Thanks, Melanie ☺

SEP 23 1998

DIVISION OF CORPORATION

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*****52.50 *****52.50



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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98 OCT -5 AM 11:12
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

September 24, 1998

From: CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: ESQUIRE DEPOSITION SERVICES, INC.
Ref. Number: F97000006606

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

The form used for this merger is for a cross entity merger only. The merger should be filed in compliance with 607.1107 and 607.1105 of the Florida Statutes.

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) 487-6908.

To: Teresa Brown
Corporate Specialist

Letter Number: 898A00048171

*Please back-date
this filing to*

9-24-98

Shrunk, Melanie

*Need
C.C. Also*



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 6, 1998

From: CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: ESQUIRE DEPOSITION SERVICES, INC.
Ref. Number: F97000006606

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

The merger should include the manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property.

Please correct the plan of merger to reflect that it is filed pursuant to the correct statute numbers.

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) 487-6908.

To: Teresa Brown
Corporate Specialist

Letter Number: 598A00049556

*Please have all
this filing to
9-23-98*

*Thank you,
Melanie*

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93 OCT 19 PM 3:04
DIVISION OF CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING:

MUDRICK WITT PROFESSIONAL REPORTING, INC., a Florida corporation,
481500

INTO

ESQUIRE DEPOSITION SERVICES, INC., a Delaware corporation,
F97000006606

File date: September 23, 1998

Corporate Specialist: Teresa Brown

ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with sections 607.1105 and 607.1107 of the Florida Statutes.

FIRST: The names of the corporations proposing to merge and the states under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Esquire Deposition Services, Inc.	Delaware
Mudrick Witt Professional Reporting, Inc.	Florida

SECOND: The laws of the state under which the foreign corporation is organized permit such merger and such foreign corporation is complying with those laws in effecting the merger.

THIRD: The corporation surviving the merger is Esquire Deposition Services, Inc., a Delaware corporation (the "Surviving Corporation").

FOURTH: The Surviving Corporation complies with section 607.1105 of the Florida Statutes and the domestic corporation complies with the applicable provisions of sections 607.1101-607.1104 of the Florida Statutes.

FIFTH: The Plan of Merger attached hereto has been duly adopted by the corporations.

SIXTH: The shareholders and the Boards of Directors of each constituent corporation adopted the Plan of Merger on July 27, 1998.

SEVENTH: There will not be any changes made to the Certificate of Incorporation of the Surviving Corporation.

EIGHTH: The manner and basis of converting the shares of each corporation into shares, obligations or other securities of the Surviving Corporation or any other corporation or, in

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TALLAHASSEE, FLORIDA

whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations or other securities of the Surviving Corporation or any other corporation or, in whole or in part, into cash or other property as follows:

(a) Each share of Common Stock of Mudrick Witt Professional Reporting, Inc. shall be cancelled and converted into one share of Common Stock of the Surviving Corporation.

(b) There are no rights to acquire shares outstanding.

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State



~~(Enter specific date. NOTE: Date cannot be prior to the date of filing.)~~

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

Name of Entity _____ Signature(s) _____ Typed or Printed Name of Individual _____

Esquire Deposition Services, Inc. Steven L. Wolkenstein
VP, Treasurer

Steven L. Wolkenstein
VP, Treasurer

Mudrick Witt Professional
Reporting, Inc.

Steven L. Wolkenstein
VP, Treasurer

(Attach additional sheet(s) if necessary)

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Sections 607.1105 and 607.1107 of the Florida Statutes, is being submitted in accordance with Sections 607.1105 and 607.1107 of the Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Mudrick Witt Professional Reporting, Inc.	Florida
Esquire Deposition Services, Inc.	Delaware

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Esquire Deposition Services, Inc.	Delaware

THIRD: The terms and conditions of the merger are as follows:

The merger is subject to satisfaction of all requirements prescribed by law.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Each share of Common Stock of Mudrick Witt Professional Reporting, Inc. shall be cancelled and converted into one share of Common Stock of Esquire Deposition Services, Inc.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or

other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

None.

FIFTH: All statements that are required by the laws of the jurisdiction under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

None.