

F98000001197

(Requestor's Name)

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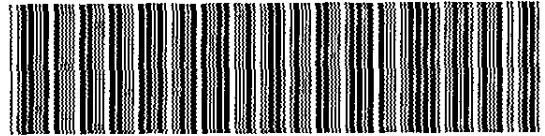
(Business Entity Name)

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RECEIVED
03 APR 30 PM 12:47
STATE
TALLAHASSEE, FLORIDA
FILED
03 APR 30 PM 2:08
TALLAHASSEE, FLORIDA

C. Ocullette APR 30 2003

CT CORPORATION SYSTEM

April 30, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5841222 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

CNA UniSource of Florida, Inc. (FL)
Merger (Discontinuing Company)
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton
Sr. Fulfillment Specialist
Jeff_Netherton@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

ARTICLES OF MERGER
Merger Sheet

MERGING:

CNA UNISOURCE, INC., a Delaware corporation, F97000003564

CNA UNISOURCE OF FLORIDA, INC., a Florida corporation, P96000056909

into

INTERLOGIC SYSTEMS, INC., an Indiana entity F98000001197

File date: April 30, 2003

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Interlogic Systems, Inc.</u>	<u>Indiana</u>	<u>798000001197</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>CNA UniSource, Inc.</u>	<u>Delaware</u>	<u>797000003564</u>
<u>CNA UniSource of Florida, Inc.</u>	<u>Florida</u>	<u>896000056909</u>

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Department of State.

OR 4 / 30 / 2003 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on April 30, 2003

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on April 30, 2003 and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED
2003 APR 30 PM 2:09
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Interlogic Systems, Inc.

Geri Gaughan

Geri Gaughan, President & Secretary

CNA UniSource, Inc.

Geri Gaughan

Geri Gaughan, President & Secretary

CNA UniSource of Florida, Inc.

Geri Gaughan

Geri Gaughan, President & Secretary

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
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<u>Interlogic Systems, Inc.</u>	<u>Indiana</u>
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Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
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<u>CNA UniSource, Inc.</u>	<u>Delaware</u>
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<u>CNA UniSource of Florida, Inc.</u>	<u>Florida</u>
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Third: The terms and conditions of the merger are as follows:

See Attached

Fourth: 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 are as follows:

See Attached.

(Attach additional sheets if necessary)

AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated this 30th, day of April, 2003, pursuant to Section 252 of the General Corporation Law of the State of Delaware, between Interlogic Systems, Inc. an Indiana corporation, CNA UniSource, Inc. a Delaware corporation and CNA UniSource of Florida, Inc., a Florida corporation.

WITNESSETH that:

WHEREAS, all of the constituent corporations desire to merge into a single corporation; and

NOW, THEREFORE, the corporations, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: Interlogic Systems, Inc., hereby merges into itself CNA UniSource, Inc. and CNA UniSource of Florida, Inc. and said CNA UniSource, Inc. and CNA UniSource of Florida, Inc. shall be and hereby are merged into Interlogic Systems, Inc., which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of Interlogic Systems, Inc., as heretofore amended and as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

THIRD: The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

Corporation	Class	Number of shares	Par value per share
Interlogic Systems, Inc.	Common	1,000	NPV
CNA UniSource of Florida, Inc.	Common	100	\$1.00

The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows:

(a) Each share of common stock of the surviving corporation, which shall be issued and outstanding on the effective date of this Agreement, shall remain issued and

outstanding.

(b) Each share of common stock of the merged corporations on the effective date of this Agreement, shall be cancelled.

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

(a) The by-laws of the surviving corporation as they shall exist on the effective date of this Agreement shall be and remain the by-laws of the surviving corporation until the same shall be altered, amended and repealed as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective on April 30, 2003.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem to be necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

FIFTH: The surviving corporation may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of CNA UniSource, Inc. and CNA UniSource of Florida, Inc. as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of section 262 of the General Corporation Law of the State of Delaware and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceedings. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is CNA Plaza, Chicago, Illinois 60685 until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Delaware duplicate copies of such process, one of which copies the Secretary of State of Delaware shall forthwith send by registered mail to said Interlogic Systems, Inc. at the above address.

SIXTH: Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the Board of Directors of any constituent corporation at any time prior to the time that this Agreement filed with the Secretary of State becomes effective. This Agreement may be amended by the Board of Directors of its constituent corporations at any time prior to the time that this Agreement filed with the Secretary of State becomes effective, provided that an amendment made subsequent to the adoption of the Agreement by the stockholders of any constituent corporation shall not (1) alter or change any term of the Certificate of Incorporation of the surviving corporation to be effected by the merger, or (2) alter or change any of the terms and conditions of the Agreement if such alteration or change would adversely affect the holders of any class or series thereof of such constituent corporation.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused these presents to be executed by the Chairman of the Board, President or any Vice President of each party hereto as the respective act, deed and agreement of said corporations on this 26th day of April, 2003.

INTERLOGIC SYSTEMS, INC.

By: Geri Gaughan

CNA UNISOURCE, INC.

By: Geri Gaughan

CNA UNISOURCE OF FLORIDA, INC.

By: Geri Gaughan