

G01877

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MERGER OR SHARE EXCHANGE

UNIVERSAL MAP ENTERPRISES, INC.

Certificate of Status	0
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*Merger
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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)
Universal Map Enterprises Michigan, Inc.	Michigan	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Universal Map Enterprises, Inc.	Florida	G01877

Third: The Plan of Merger is attached.

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

OR / / (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 June 3, 2004

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 June 3, 2004

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

(Attach additional sheets if necessary)

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
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Universal Map Enterprises

Don M. Brad 228M

✓ Carl M. Bond, President

Michigan, Inc. (MI Corp)

Universal Map Enterprises.

Chas. M. Sand

Oma M. Bond, Vice President

Inc. (FL Corp)

AGREEMENT OF MERGER AND PLAN OF REORGANIZATION

This Agreement of Merger and Plan of Reorganization dated June 3, 2004 is made and entered into by and between UNIVERSAL MAP ENTERPRISES, INC., a Florida corporation (hereinafter called "Universal Map") and UNIVERSAL MAP ENTERPRISES MICHIGAN, INC., a Michigan corporation (hereinafter called "UME") who agree as follows:

WHEREAS:

The Boards of Directors of Universal Map and UME have resolved that Universal Map and UME shall be merged pursuant to the Florida Business Corporation Act and the Michigan Business Corporation Act into a single corporation existing under the laws of the State of Michigan, from which UME shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to in this document as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code;

The authorized capital stock of Universal Map consists of seven thousand five hundred (7,500) shares of Common Stock with a par value of One Cent (\$0.01) per share (hereinafter called "Universal Map Common Stock"), of which nine hundred eighty (980) shares are issued and outstanding;

The authorized capital stock of UME consists of seven thousand five hundred (7,500) shares of Common Stock with a par value of One Cent (\$0.01) per share (hereinafter called "UME Common Stock"), ten (10) shares of which are issued and outstanding; and

The respective Boards of Directors of Universal Map and UME have approved the Merger upon the terms and conditions hereinafter set forth and have approved this Agreement;

NOW, THEREFORE, in consideration of the promises and the mutual agreements, provisions, and covenants in this document, the parties agree in accordance with the Florida Business Corporation Act and the Michigan Business Corporation Act that Universal Map shall be, at the Effective Date, merged into a single corporation existing under the laws of the State Of Michigan, from which UME shall be the Surviving Corporation, and the parties to this document adopt and agree to the following agreements, terms, and conditions relating to this Merger and the mode of carrying the Merger into effect.

1. Stockholders' Meetings; Filings; Effects of Merger

1.1 Universal Map Stockholders' Meeting. The stockholders of Universal Map shall adopt this Agreement in accordance with the Florida Business Corporation Act at the earliest practicable date.

1.2 Action by Universal Map as Sole Stockholder of UME. On or before June 3, 2004, Universal Map, as the sole stockholder of UME, shall adopt this Agreement in accordance with the Michigan Business Corporation Act.

1.3 Filing of Certificate of Merger; Effective Date. If (a) this Agreement is adopted by the stockholders of Universal Map in accordance with the Florida Business Corporation Act, and (b) this Agreement has been adopted by Universal Map as the sole stockholder of UME, in accordance with the Michigan Business Corporation Act, then Articles of Merger shall be filed in accordance with the Florida Business Corporation Act and a Certificate of Merger shall be filed in accordance with the Michigan Business Corporation Act. Such filings shall be made on the same day. The Merger shall become effective at 12:01 a.m. Eastern Time on the calendar day following the day of such filing in Michigan, which date and time are referred to as the "Effective Date" in this Agreement.

1.4 Certain Effects of Merger. On the Effective Date, the separate existence of Universal Map shall cease, and Universal Map shall be merged into UME which, as the Surviving Corporation, shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of Universal Map; and all the rights, privileges, powers, and franchises of Universal Map, and all property, real, personal, and mixed, and all debts due to Universal Map on whatever account, and all other things belonging to Universal Map, shall be vested in UME as the Surviving Corporation. All rights of creditors and all liens upon any property of Universal Map shall be preserved unimpaired, and all debts, liabilities, and duties of Universal Map shall attach to UME as the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of Universal Map or the corresponding officers of the Surviving Corporation, may, in the name of Universal Map, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all Universal Map's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

2. Name of Surviving Corporation; Articles of Incorporation; By-Laws

2.1 Name of Surviving Corporation. The name of the Surviving Corporation shall be Universal Map Enterprises, Inc., as of the Effective Date

2.2 Articles of Incorporation. The Articles of Incorporation of UME as in effect on the date of this Agreement shall continue to be the Articles of Incorporation of the Surviving Corporation after the Effective Date until amended as provided by law, except that Article I shall be amended to change the name of UME to Universal Map Enterprises, Inc. in accordance with paragraph 2.1 of this Agreement.

2.3 Bylaws. The Bylaws of UME, as in effect immediately before the Effective Date, shall continue to be, the Bylaws of the Surviving Corporation until amended as provided in the Bylaws.

3. Status and Conversion of Securities. The manner and basis of converting the shares of the capital stock of Universal Map and the nature and amount of securities of UME which the holders of shares of Universal Map Common Stock are to receive in exchange for such shares are as follows:

3.1 Universal Map Common Stock. Each one (1) share of Universal Map Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one (1) fully paid share of UME Common Stock, and outstanding certificates representing shares of Universal Map Common Stock shall thereafter represent shares of UME Common Stock. Such certificates may, but need not be, exchanged by the holders thereof after the Merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

3.2 UME Common Stock Held by Universal Map. All issued and outstanding shares of UME Common Stock held by Universal Map immediately before the Effective Date shall, by virtue of the Merger and at the Effective Date, cease to exist and certificates representing such shares shall be canceled.

4. Miscellaneous

4.1 This Agreement may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Agreement by the shareholders of Universal Map, if the Board of Directors of Universal Map or of the Surviving Corporation duly adopt a resolution abandoning this Agreement.

4.2 For the convenience of the parties hereto, any number of counterparts of this Agreement may be executed and each such counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, the parties hereto make and execute this Agreement on the dates set forth below.

UNIVERSAL MAP ENTERPRISES, INC., a
Florida corporation

Dated: June 3, 2004

BY: OMA M. BOND

OMA M. BOND, Vice President

UNIVERSAL MAP ENTERPRISES MICHIGAN,
INC., a Michigan corporation

Dated: June 3, 2004

BY: OMA M. BOND

OMA M. BOND, President