

G29336

(Requestor's Name)

(Address)

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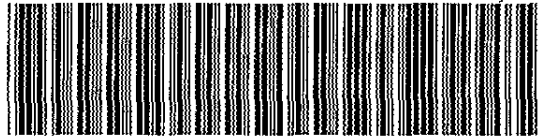
(Business Entity Name)

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03 MAR 31 PM 12:44  
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03 MAR 31 PM 2:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C. Coulllette MAR 31 2003



**CT CORPORATION**

March 31, 2003

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

Re: Order #: 5819864 SO  
Customer Reference 1:  
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Avocent Sunrise Corp. (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

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MERGING:

AVOCENT SUNRISE CORP., a Florida corporation, G29336

INTO

**AVOCENT HUNTSVILLE CORP.**, an Alabama entity not qualified in Florida.

File date: March 31, 2003

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER  
OF  
AVOCENT SUNRISE CORP.  
AND  
AVOCENT HUNTSVILLE CORP.**

FILED  
03 MAR 31 PM 2:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Secretary of State  
State of Alabama

To the Department of State  
State of Florida

Pursuant to the provisions of the Alabama Business Corporation Act and the Florida Business Corporation Act, the Alabama business corporation and the Florida business corporation herein named do hereby submit the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Avocent Sunrise Corp. with and into Avocent Huntsville Corp. as adopted by unanimous consent of the Board of Directors of Avocent Sunrise Corp. on March 27, 2003 and adopted by unanimous consent of the Board of Directors of Avocent Huntsville Corp. on March 27, 2003.

2. Avocent Corporation, being the owner of all one hundred (100) shares of outstanding common stock of Avocent Huntsville Corp., has approved this merger by written consent on March 27, 2003. Avocent Corporation waived the mailing of a summary of the Plan of Merger in writing.

3. Avocent Corporation, being the owner of all one thousand (1,000) shares of outstanding common stock of Avocent Sunrise Corp., has approved this merger by written consent on March 27, 2003, pursuant to Section 607.0704 of the Florida Business Corporation Act. Avocent Corporation waived the mailing of a summary of the Plan of Merger in writing.

4. The merger of Avocent Sunrise Corp. with and into Avocent Huntsville Corp. is permitted by the laws of the jurisdiction of organization of Avocent Sunrise Corp. and has been authorized in compliance with said laws.

5. Avocent Huntsville Corp. will continue its existence as the Surviving Corporation under its present name pursuant to the provisions of the Alabama Business Corporation Act.

6. The Articles of Incorporation of Avocent Huntsville Corp. were filed in Madison County on December 28, 1993. The Articles of Incorporation of Avocent Sunrise Corp. were filed in the State of Florida on February 23, 1983.

IN WITNESS WHEREOF, the parties to this Agreement and Articles of Merger,  
have caused these presents to be executed on this the 22 day of March, 2003.

AVOCENT HUNTSVILLE CORP.

By: Samuel F. Saracino  
Samuel F. Saracino  
Its Vice President

AVOCENT SUNRISE CORP.

By: Samuel F. Saracino  
Samuel F. Saracino  
Its Vice President

## **PLAN OF MERGER**

PLAN OF MERGER adopted by Avocent Sunrise Corp., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on March 27, 2003, and adopted by Avocent Huntsville Corp., a business corporation organized under the laws of the State of Alabama, by resolution of its Board of Directors on March 27, 2003. The names of the corporations planning to merge are Avocent Sunrise Corp., a corporation organized under the laws of the State of Florida, and Avocent Huntsville Corp., a business corporation organized under the laws of the State of Alabama. The name of the Surviving Corporation into which Avocent Sunrise Corp. plans to merge is Avocent Huntsville Corp..

1. Avocent Sunrise Corp. and Avocent Huntsville Corp. shall, pursuant to the provisions of the Alabama Business Corporation Act, be merged with and into a single corporation, to wit, Avocent Huntsville Corp. (the "Surviving Corporation"), which shall be the Surviving Corporation at the effective time and date of the merger, and which shall continue to exist as said Surviving Corporation under its present name pursuant to the provisions of the Alabama Business Corporation Act.

2. Avocent Sunrise Corp. and Avocent Huntsville Corp. shall, pursuant to the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Avocent Huntsville Corp. The separate existence of Avocent Sunrise Corp., which is sometimes hereinafter referred to as the "Merging Corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

3. The Articles of Incorporation of the Surviving Corporation at the effective time and date of the merger 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 Alabama Business Corporation Act.

4. The present bylaws of the Surviving Corporation will be the bylaws of said Surviving Corporation and 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 Alabama Business Corporation Act.

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 first Board of Directors and the first officers of the Surviving Corporation, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.

6. The principal office of the Surviving Corporation shall be the principal office of the Surviving Corporation as of the date of this Agreement and Articles of Merger.

7. The issued shares of the Merging Corporation shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective time and date of the merger shall continue to represent one issued share of the Surviving Corporation.

8. The merger of the Merging Corporation with and into the Surviving Corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the Merging Corporation.

8. The merger of the Merging Corporation with and into the Surviving Corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the Merging Corporation.

9. Avocent Corporation, being the owner of all one hundred (100) shares of outstanding common stock of Avocent Huntsville Corp., has approved this merger by written consent on March 27, 2003. Avocent Corporation waived the mailing of a summary of the Plan of Merger in writing.

10. Avocent Corporation, being the owner of all one thousand (1,000) shares of outstanding common stock of Avocent Sunrise Corp., has approved this merger by written consent on March 27, 2003. Avocent Corporation waived the mailing of a summary of the Plan of Merger in writing.

11. The Merging Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of and of the State of Alabama, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

12. The Board of Directors and the proper officers of the Merging 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 of the merger herein provided for.