

To: The Florida Dept. of State  
Subject: 000173.83186

From: Ashley Smith

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Florida Department of State  
Division of Corporations  
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From: Account Name : CORPDIRECT AGENTS, INC.  
Account Number : 110430000714  
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**MERGER OR SHARE EXCHANGE**

**CHEPENIK MERGER SUB II, INC.**

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**ARTICLES OF MERGER  
OF  
CHEPENIK FINANCIAL SERVICES, INC.  
AND  
CHEPENIK MERGER SUB II, INC.**

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08 MAR 11 AM 10:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

To the Secretary of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

**FIRST:** Annexed hereto and made a part hereof is the Plan of Merger for merging Chepenik Financial Services, Inc. with and into Chepenik Merger Sub II, Inc.

**SECOND:** The merger of Chepenik Financial Services, Inc. with and into Chepenik Merger Sub II, Inc. is permitted by the laws of the jurisdiction of organization of Chepenik Financial Services, Inc. and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of Chepenik Financial Services, Inc. was January 23, 2008.

**THIRD:** The shareholders of Chepenik Merger Sub II, Inc. entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on January 23, 2008 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

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Executed on this 3rd day of March, 2008.

**Chepenik Financial Services, Inc.**

By: 

Name: William R. Chetney

Capacity: President

**Chepenik Merger Sub II, Inc.**

By: 

Name: William R. Chetney

Capacity: President

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PLAN OF MERGER adopted by Chepenik Merger Sub II, Inc, a business corporation organized under the laws of the State of Delaware, by resolution of its Board of Directors on January 23, 2008, and adopted by Chepenik Financial Services, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on January 23, 2008. The names of the corporations planning to merge are Chepenik Merger Sub II, Inc., a business corporation organized under the laws of the State of Delaware, and Chepenik Financial Services, Inc., business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which Chepenik Financial Services, Inc. plans to merge is Chepenik Merger Sub II, Inc.

1. Chepenik Financial Services, Inc. and Chepenik Merger Sub II, Inc., shall, pursuant to the provisions of the laws of the State of Delaware and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Chepenik Merger Sub II, Inc., which shall be the surviving corporation at the effective time and 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 Delaware General Corporation Law. The separate existence of Chepenik Financial Services, Inc., which is sometimes hereinafter referred to as the "Non-Surviving Corporation", shall cease at the effective time and date of the merger in accordance with the laws of the State of Florida.

2. The Certificate of Incorporation of the Surviving Corporation at the effective time and date of the merger shall be the Certificate of Incorporation of said Surviving Corporation and said Certificate of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. 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 Florida Business Corporation Act.

4. 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 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. At the effective time of the merger, the directors and officers of the Surviving Corporation shall be as follows:

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<b>Directors</b>	
William R. Chetney	
William D. Cvengros	
<b>Officers</b>	
William R. Chetney	President
Bruce D. Nye	Chief Financial Officer
Stewart A. Smith	Secretary

5. At the Effective Time of the Merger, by virtue of the Merger and without any action on the part of Surviving Corporation or Non-Surviving Corporation: (i) Each Surviving Corporation Ownership Interest issued and outstanding immediately prior to the Effective Time of the Merger shall remain outstanding. (ii) Each share of common stock of Non-Surviving Corporation issued and outstanding immediately prior to the Effective Time of the Merger shall be retired and shall cease to exist.

6. The merger of the Non-Surviving Corporation with and into the Surviving Corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the Non-Surviving Corporation, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the Surviving Corporation for their approval or rejection in the manner prescribed by the provisions of the Delaware General Corporation Law.

7. In the event that the merger of the Non-Surviving Corporation with and into the Surviving Corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the Non-Surviving Corporation, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the Surviving Corporation in the manner prescribed by the provisions of the Delaware General Corporation Law, the Non-Surviving 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 Delaware and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board 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 of the merger herein provided for.

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