

Division of Corporations

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Florida Department of State  
Division of Corporations  
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## MERGER OR SHARE EXCHANGE

New Quentin Corp.

Certificate of Status	0
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Page Count	05
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merger

02-21-01

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

QUENTIN CORP., a Florida corporation, G76280

INTO

**NEW QUENTIN CORP.**, a Texas corporation not qualified in Florida.

File date: February 20, 2001

Corporate Specialist: Darlene Connell



## FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

February 20, 2001

QUENTIN CORP.  
4451 NE 41ST TERRACE  
GAINESVILLE, FL 32609USSUBJECT: QUENTIN CORP.  
REF: G76280

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The signature and name and capacity of the person signing the merger are all illegible.

The document is illegible and not acceptable for imaging.

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Darlene Connell  
Corporate SpecialistFAX Aud. #: H01000018942  
Letter Number: 401AG0010702

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**ARTICLES AND PLAN OF MERGER OF QUENTIN CORP.  
WITH AND INTO NEW QUENTIN CORP.**

NEW QUENTIN CORP., a Texas corporation, and QUENTIN CORP., a Florida corporation (collectively, the "Constituent Corporations"), enter into and hereby adopt the following Articles and Plan of Merger for the purpose of merging QUENTIN CORP. with and into NEW QUENTIN CORP.

**ARTICLE I.**

**CONSTITUENT CORPORATIONS**

The name and state of incorporation of each of the Constituent Corporations are:

- A. New Quentin Corp., a Texas corporation; and
- B. Quentin Corp., a Florida corporation.

**ARTICLE II.**

**APPROVAL OF PLAN OF MERGER**

The Plan of Merger set forth in Article III hereof was duly adopted and approved by the Board of Directors and the sole shareholder of each of the Constituent Corporations as follows:

- A. By written consent of the sole member of the Board of Directors of NEW QUENTIN CORP. dated as of February 16, 2001, and by written consent of the sole shareholder of NEW QUENTIN CORP. dated as of February 16, 2001; and
- B. By written consent of the sole member of the Board of Directors of QUENTIN CORP. dated as of February 16, 2001, and by written consent of the sole shareholder of QUENTIN CORP. dated as of February 16, 2001.

**ARTICLE III.**

**PLAN OF MERGER**

**"AGREEMENT AND PLAN OF MERGER"**

THIS AGREEMENT AND PLAN OF MERGER ( "Merger Agreement"), dated as of February 16th, 2001, is made by and between New Quentin Corp, a Texas corporation ("New Quentin"), whose address is 702 Rio Grande, Austin, Texas 78701, and Quentin Corp., a Florida corporation ("Quentin"), whose address is 4451 N.E. 41 Terr, Gainesville, Florida 32609. Quentin and New Quentin are sometimes collectively referred to herein as the "Constituent Corporations".

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**RECITALS:**

A. The respective Boards of Directors of New Quentin and Quentin deem it to be in the best interests of each such corporation, and have resolved, that Quentin be merged with and into New Quentin (the "Merger") under and pursuant to the laws of the State of Florida and the State of Texas in accordance with the terms and provisions of this Merger Agreement and the Articles of Merger (the "Articles of Merger"), substantially in the forms of Exhibit "A" attached hereto;

B. New Quentin was incorporated in the State of Texas on February 14, 2001, and Quentin was incorporated in the State of Florida on December 28, 1983;

C. New Quentin authorized capital stock consists of 1,000,000 shares of common stock, \$0.01 par value. On the date hereof, 100,000 shares are issued and outstanding;

D. Quentin authorized capital stock consists of 7,500 shares of common stock \$1.00 par value per share. On the date hereof, 2,500 shares are issued and outstanding;

E. The parties intend that the Merger shall qualify as a plan of reorganization within the provisions of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements contained herein, including the foregoing Recitals, the Constituent Corporations agree as follows:

**ARTICLE I****THE MERGER**

Section 1.1 Merger. At the Effective Time (as hereinafter defined) of the Merger, Quentin shall merge with and into New Quentin. New Quentin shall be the surviving corporation (the "Surviving Corporation") in the Merger and shall continue its corporate existence under the laws of the State of Texas.

Section 1.2 Effective Time of the Merger. The Merger shall become effective upon the filing of the properly executed Articles of Merger with the Secretary of State of the State of Florida pursuant to the provisions of Section 607.1105 of the Florida Business Corporations Act and the filing of the properly executed Articles of Merger with the Texas Secretary of State pursuant to Article 5.04 of the Texas Business Corporations Act (the "Effective Time"). Subject to the provisions of Section 5.1 herein, such filings shall be made at such time on or after the Closing Date (as hereinafter defined) as shall be determined by the Board of Directors of the Surviving Corporation, which Closing Date shall be the date on which the stockholders of Quentin have approved this Merger Agreement in the manner provided by the laws of the State of Florida and its articles of incorporation and bylaws (the "Closing Date").

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**Section 1.3 Effect of the Merger.** At the Effective Time, (a) the separate existence of Quentin shall cease, and it shall be merged with and into the Surviving Corporation which 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 each of the Constituent Corporations; and all and singular, the rights, privileges, powers, and franchises of the Constituent Corporations, and all property, real, personal, and mixed, and all debts due to the Constituent Corporations on whatever account, as well as stock subscriptions and all other things in action or belonging to such Constituent Corporations, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter the property of the Surviving Corporation as they were of the Constituent Corporations, and the title to any real estate vested by deed or otherwise, under the laws of any jurisdiction, in any of the Constituent Corporations, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of any of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities, and duties of the Constituent Corporations shall thenceforth attach to 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 Time, the last acting officers of Quentin, or the corresponding officers of the Surviving Corporation, may, in the name of Quentin, 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 of the Constituent Corporations' property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Merger Agreement.

**Section 1.4 Status and Conversion of Capital Stock at Effective Time.** At the Effective Time each share of common stock of Quentin issued and outstanding immediately before the Effective Time shall, by virtue of the Merger, be converted into 400 shares of fully paid common stock of New Quentin which shall be issued by New Quentin.

**Section 1.5 Surrender of Certificates by Shareholders of Quentin.** At the Effective Time, certificates evidencing outstanding shares of common stock of Quentin shall evidence the right of the holder thereof to receive certificates for 400 shares of fully paid shares of common stock of New Quentin for each share of Quentin then held. At the Effective Time, each holder of certificates evidencing outstanding shares of common stock of Quentin shall surrender such certificates to the Secretary of New Quentin, who shall act as the transfer agent for such shares to effect the exchange of certificates, and shall be entitled upon such surrender to receive in exchange therefore a certificate or certificates, dated the date of the Effective Time, representing 400 shares of fully paid shares of common stock of New Quentin for each share of Quentin then held. If any certificate for shares of common stock of New Quentin is to be issued in a name other than that in which the certificate representing shares of Quentin surrendered in exchange therefore is registered, it shall be a condition of the issuance thereof that the certificate so surrendered shall be properly endorsed and otherwise be in proper form for transfer and that the person requesting such exchange pay to the transfer agent any transfer or other taxes required by reason of the issuance of a certificate for shares of New Quentin in any name other than that of

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the registered holder of the certificate surrendered or establish to the satisfaction of the transfer agent that such tax has been paid or is not payable.

## ARTICLE II

### THE SURVIVING CORPORATION

Section 2.1 Articles of Incorporation. At the Effective Time, the articles of incorporation of New Quentin shall remain the articles of incorporation of the Surviving Corporation until further amended as provided by law. Article I of the articles of incorporation of the Surviving Corporation shall be amended in the manner set forth in the Articles of Merger.

Section 2.2 Bylaws. At the Effective Time, the bylaws of New Quentin shall remain the bylaws of the Surviving Corporation until further amended as provided therein.

Section 2.3 Directors and Officers. At the Effective Time, Ken Brown shall be the director of the Surviving Corporation and Ken Brown shall be the President of the Surviving Corporation, and Paul M. Juarez shall be the Secretary and Treasurer of the Surviving Corporation.

## ARTICLE III

### STOCKHOLDER APPROVAL AND FILINGS

Section 3.1 Stockholder Approval. New Quentin and Quentin both shall call a meeting of the corporation to be held at the earliest practicable date, upon due notice thereof to, or upon written waiver of notice by, for their stockholders to consider and vote upon, or, in the alternative obtain the written consent of all of their stockholders, for approval of the Merger pursuant to this Merger Agreement.

Section 3.2 Filing of Articles and Certificate of Merger. If the Merger and this Merger Agreement are approved by the stockholders of New Quentin and Quentin in accordance with the laws of the State of Florida, the laws of the State of Texas, and their respective articles of incorporation and bylaws, then Articles of Merger shall be filed with the Secretary of State of the State of Florida, and Articles of Merger shall be filed with the Secretary of State of the State of Texas pursuant to Section 1.2 herein and the Merger shall be consummated.

IN WITNESS WHEREOF, the parties have executed this Merger Agreement as of the date first above written.

NEW QUENTIN CORP., a Texas corporation

By \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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QUENTIN CORP., a Florida corporation

By \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

(End of Agreement and Plan of Merger.)

IN WITNESS WHEREOF, the undersigned officers of NEW QUENTIN CORP., a Texas corporation, and QUENTIN CORP., a Florida corporation, respectively, have executed these Articles and Plan of Merger pursuant to the authority duly vested in them by the Board of Directors and the sole shareholder of each Corporation.

NEW QUENTIN CORP., a Texas corporation

By Kenneth P. Brown  
Print: Kenneth P. Brown Kenneth P. Brown  
Its: President President

QUENTIN CORP., a Florida corporation

By Kenneth P. Brown  
Print: Kenneth P. Brown Kenneth P. Brown  
Its: President President