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FISHER & SAULS, P.A.

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**MERGER OR SHARE EXCHANGE**

**POLARIS SALES CO.**

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*merger*  
*@ 5.1.08*

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May 1, 2008

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

POLARIS SALES CO.  
6971 108TH AVE. NORTH  
LARGO, FL 34647

SUBJECT: POLARIS SALES CO.  
REF: H37466

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

The current name of the entity is as referenced above. Please correct your document accordingly.

No comma in the surviving corporate name.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6964.

Irene Albritton  
Regulatory Specialist II

Letter Number: 908A00027533

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ARTICLES OF MERGER

MERGER OF  
POLARIS R & D, INC. (a Florida corporation)  
INTO  
POLARIS SALES CO. (a Florida corporation)

The undersigned corporations, in accordance with §607.1104 of the Florida Business Corporation Act, hereby adopt the following Articles of Merger:

ARTICLE I: PARTIES

The parties to these Articles of Merger (herein the "Articles of Merger") are POLARIS SALES CO., a Florida corporation (herein "PSC"), the surviving corporation (document number: H37466), and POLARIS R & D, INC., a Florida corporation (herein "PRD"), the merging corporation, (document number: P96000035265), (PSC and PRD together herein the "Merging Corporations").

ARTICLE II: SURVIVING CORPORATION

The corporation to survive the merger is Polaris Sales Co., a Florida corporation which shall continue under the name of Polaris Sales Co.

ARTICLE III: ARTICLES OF INCORPORATION

The Articles of Incorporation of Polaris Sales Co., a Florida corporation shall not be changed by virtue of the merger.

ARTICLE IV: TERMS AND CONDITIONS

The plan of merger (herein the "Plan of Merger") submitted to the members of the board of directors (herein the "Board of Directors") of the Merging Corporations is attached hereto as Exhibit "A".

ARTICLE V: ADOPTION

Prepared by:  
Marilyn M. Polson  
FBN: 759650  
Fisher & Sauls, P.A.  
100 Second Avenue South  
St. Petersburg, Florida 33701  
(727) 822-2033

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These Articles of Merger and the Plan of Merger were unanimously adopted by both the Board of Directors of:

- (1) PSC on ~~March~~ <sup>April</sup> 30, 2008 and
- (2) PRD on ~~March~~ <sup>April</sup> 30, 2008.

The Articles of Merger and Plan of Merger was unanimously adopted by the shareholders of PSC on ~~March~~ <sup>April</sup> 30, 2008.

ARTICLE VI: STATEMENT AS TO SHARES

The manner in which the issued shares of PSC and PRD will be exchanged, classified or cancelled is as follows:

A. Each share of common stock of PRD outstanding prior to these Articles of Merger becoming effective shall be canceled upon the filing of these Articles of Merger.

B. Each share of common stock of PSC outstanding prior to these Articles of Merger becoming effective shall continue to represent one share of common stock of PSC, the Surviving Corporation.

ARTICLE VII: EFFECTIVE DATE

The effective date of the merger shall be the date the Articles of Merger are filed with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Merger this ~~30<sup>th</sup>~~ day of ~~March~~ <sup>April</sup>, 2008.

POLARIS SALES CO.,  
a Florida corporation

By: Lisa Armes  
Lisa Armes, as its Co-President

By: Janeen Patten  
Janeen Patten, as its Co-President

(Corporate Seal)

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POLARIS R & D, INC.  
a Florida corporation

By: Lisa Arnes  
Lisa Arnes, as its Co-President

By: Janee Patten  
Janee Patten, as its Co-President

(Corporate Seal)

Exhibits: "A" - Plan of Merger

**PLAN OF MERGER  
OF  
POLARIS R & D, INC., a Florida corporation  
INTO  
POLARIS SALES CO., a Florida corporation**

The following plan of merger ("Plan of Merger") is hereby established in accordance with Florida Business Corporation Act.

1. Name of Corporations. The names of the corporations which are parties to this Plan of Merger are Polaris R & D, Inc., a Florida corporation (herein "PRD"), which shall merge into Polaris Sales Co., a Florida corporation (herein "PSC" or the "Surviving Corporation"). The corporation to survive the merger is Polaris Sales Co, a Florida corporation, which shall continue under the name Polaris Sales Co.

2. Terms and Conditions of Merger.

(A) Directors. The directors of Polaris Sales Co., a Florida corporation shall continue to hold office as the directors of the Surviving Corporation until the first annual meeting of the shareholders of the Surviving Corporation when their respective successor(s) are elected or appointed in the manner provided in the Bylaws of the Surviving Corporation.

(B) Board of Directors' Meeting. The first regular meeting of the Board of Directors of the Surviving Corporation shall be held as soon as practicable after the effective date of the merger.

(C) Continuation of Officers. Upon the effective date of merger, all persons who are executive or administrative officers of Polaris R & D, Inc., a Florida corporation, shall resign and the officers set forth in paragraph 2(D) shall be the officers of the Surviving Corporation subject to the Bylaws of the Surviving Corporation. The Board of Directors of the Surviving Corporation may elect or appoint such additional officers as they may deem necessary, subject to the Bylaws of the Surviving Corporation.

(D) Names of Officers. The officers and directors of the Surviving Corporation who will continue to serve, are as follows:

Co-President:	Lisa Armes
Co-President:	Janeen Patten
Treasurer:	Janeen Patten
Secretary	Lisa Armes

(E) Shareholders Right to Dissent. Any shareholders of PRD, the subsidiary, who dissent pursuant to Florida Statute 607.1320 shall be entitled to be paid the fair value of their shares.

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(F) Effective Date of Merger.

(1) This Plan of Merger shall be submitted to the respective directors and shareholders of the constituent corporations as may be required by applicable law and the governing corporate documents of the constituent corporations and shall be adopted upon receipt of such vote as is required by applicable law and governing corporate documents.

(2) This Plan of Merger shall be deemed effective at such time as may be permitted by law and instructed by the Board of Directors of the constituent corporations.

(F) Effect of Merger.

(1) Surviving Corporation. The Surviving Corporation, shall, without other transfer, succeed to and possess all of the rights, privileges, powers, immunities and franchises, both public and private, and shall be subject to all the restrictions, liabilities, obligations, disabilities and duties of PRD and all property, both real and personal, and all debts and liabilities due such corporations on whatever account, as well as all other causes of action and items or rights belonging to such corporations which shall be vested in the Surviving Corporation.

(2) Rights of Creditors. All of the rights of creditors and all liens upon any property of PRD shall be preserved, unimpaired, limited to the property effected by such liens at the time of merger, and all debts liabilities and duties of such corporations shall attach to the Surviving Corporation and may be entered against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

(3) Delivery of Deeds and Instruments. From time to time, as requested by the Surviving Corporation, or by its successors or assigns, PRD shall execute and deliver or cause to be executed and delivered all deeds and other instruments, and shall take such other actions as the Surviving Corporation may deem necessary and desirable in order to more fully vest in the Surviving Corporation, title and possession of all of the property, rights, privileges, powers and franchises referred to in this Plan of Merger.

(G) Expenses of Merger. PSC shall pay all expenses associated with this Plan of Merger.

3. Manner and Basis of Converting Shares. The manner in which the issued shares of PSC and PRD will be exchanged, classified or cancelled is as follows:

(A) Each share of PRD common stock outstanding prior to the effective date of this Plan of Merger shall be canceled upon the effective date of the merger.

(B) Each share of common stock of PSC outstanding

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prior to this Plan of Merger becoming effective shall continue to be outstanding.

4. Articles of Merger. PSC and PRD shall cause their respective corporate officers to execute and file with the appropriate government bodies, Articles of Merger reflecting this Plan of Merger.

The following acknowledge that the above is a true and correct copy of the Plan of Merger adopted by the board of directors of Polaris Sales Co., a Florida corporation, on ~~March~~ April 30, 2008 and by the board of directors and shareholders of Polaris R & D, Inc., a Florida corporation on ~~March~~ April 30, 2008.

POLARIS SALES CO., a Florida corporation

By: Lisa Armes  
Lisa Armes, as its Co-President

By: Janeen Patten  
Janeen Patten, as its Co-President

(Corporate Seal)

POLARIS R&D, INC., a Florida corporation

By: Lisa Armes  
Lisa Armes, as its Co-President

By: Janeen Patten  
Janeen Patten, as its Co-President

(Corporate Seal)