

H65610

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

SAXON BUSINESS SYSTEMS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Saxon Business Systems, Inc.	Florida	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Saxon Business Systems of Central Florida, Inc.	Florida	
Saxon Business Systems of North Florida, Inc.	Florida	

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 June / 30 / 2008 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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 May 28, 2008.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.



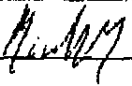
Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on May 28, 2008.

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)

Seventh: **SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
<u>Saxon Business Systems, Inc.</u>		<u>Michael Shea, Director and CEO</u>
<u>Saxon Business Systems of</u>		<u>Michael Shea, Director, Chairman</u>
<u>Central Florida, Inc.</u>		
<u>Saxon Business Systems of</u>		<u>Michael Shea, Director, Chairman</u>
<u>North Florida, Inc.</u>		

AGREEMENT AND PLAN OF MERGER
of
SAXON BUSINESS SYSTEMS OF NORTH FLORIDA, INC.
(a Florida corporation)
and
SAXON BUSINESS SYSTEMS OF CENTRAL FLORIDA, INC.
(a Florida corporation)

with and into
SAXON BUSINESS SYSTEMS, INC.
(a Florida corporation)

June 30, 2008

I.

MERGER; CONSTITUENT ENTITIES

SAXON BUSINESS SYSTEMS OF NORTH FLORIDA, INC., a Florida corporation (the "SaxonNF Corporation"), and SAXON BUSINESS SYSTEMS OF CENTRAL FLORIDA, INC., a Florida corporation (the "SaxonCF Corporation"), shall merge with and into SAXON BUSINESS SYSTEMS, INC., a Florida corporation (the "Survivor Corporation"), as permitted by Section 607.1105 of the Florida Business Corporation Act (the "Merger").

II.

APPROVAL

This Agreement and Plan of Merger (the "Merger Agreement") was adopted by the holder of all of the outstanding shares of capital stock of SaxonNF entitled to vote thereon and by the holder of all of the outstanding shares of capital stock of SaxonCF entitled to vote thereon, by written consent without a meeting on May 28, 2008, in accordance with Section 607.1105 of the Florida Business Corporation Act.

The Merger Agreement was adopted by the holder of all of the outstanding shares of capital stock of the Survivor Corporation entitled to vote thereon, by written consent without a meeting on May 28, 2008, in accordance with Section 607.1105 of the Florida Business Corporation Act.

III.

SURVIVING ENTITY

The Survivor Corporation shall be the surviving corporation of the Merger. All assets and liabilities of the SaxonNF Corporation and SaxonCF Corporation on the effective time of the

Merger will become the assets and liabilities of the Survivor Corporation without any action on the part of either corporation.

IV.

ARTICLES OF INCORPORATION AND BYLAWS

The Certificate of Incorporation and Bylaws of the Survivor Corporation as in effect immediately prior to the Merger shall be the Certificate of Incorporation and Bylaws of the Survivor Corporation, as the surviving corporation.

V.

DIRECTORS AND OFFICERS

Upon the effectiveness of the Merger, the directors and officers of the Survivor Corporation shall be the respective directors and officers of the Survivor Corporation after the Merger, holding office in accordance with the Bylaws of the Survivor Corporation.

VI.

MANNER AND BASIS OF CONVERTING OWNERSHIP INTERESTS

Upon the Merger becoming effective in accordance with Article VIII below, by virtue of the Merger and without any action on the part of any owner of ownership interests in the SaxonNF Corporation and SaxonCF Corporation, each share of capital stock held by each such owner that are outstanding immediately prior to the effectiveness of the Merger shall be automatically converted into one share of the capital stock of the Survivor Corporation, with the same designations, rights, privileges and preferences. All shares of capital stock of the Florida SaxonNF Corporation and SaxonCF Corporation outstanding immediately prior to the Merger will be cancelled upon the Merger becoming effective.

VII.

AUTHORIZED CAPITAL STOCK

The authorized capital stock of the SaxonNF Corporation immediately prior to the Merger is 500 shares of Common Stock, \$1.00 par value.

The authorized capital stock of the SaxonCF Corporation immediately prior to the Merger is 1,000 shares of Common Stock, no par value.

The authorized capital stock of the Survivor Corporation immediately prior to the Merger is 500 total shares of Common Stock, \$ \$1.00 par value.

VIII.

EFFECTIVE DATE

The Merger shall become effective upon June 30, 2008 in accordance with the filing with the Division of Corporations of the Florida Department of State of Articles of Merger in connection with the Merger.

This Agreement may be executed in counterparts, by telecopy or otherwise, each of which shall be an original and all of which shall constitute one and the same instrument.

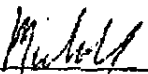
[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be signed in their respective names and on their respective behalf as of the date first written above.

SAXON BUSINESS SYSTEMS, INC.
(a Florida corporation)

By: 
Name: Michael Shea
Title: CEO

SAXON BUSINESS SYSTEMS OF NORTH FLORIDA, INC.
(a Florida corporation)

By: 
Name: Michael Shea
Title: Chairman

SAXON BUSINESS SYSTEMS OF CENTRAL FLORIDA, INC.
(a Florida corporation)

By: 
Name: Michael Shea
Title: Chairman