

J36029

(Requestor's Name)

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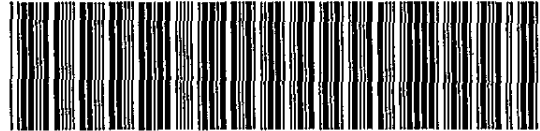
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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PAUL &
ELKIND, P.A.

ATTORNEYS AT LAW

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DARREN J. ELKIND
GLENN J. PAUL
MATTHEW D. BRANZ
**Board Certified Trial Lawyer*

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SUITE 106
DELTONA, FL 32725
PHONE: 386-574-5634
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REPLY TO:

Deland

June 2, 2004

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: OCCOR, INC.

Dear clerk:

Please find enclosed check number 2645 in the amount of \$70.00, Articles of Merger and Plan of Merger for filing.

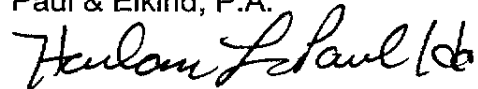
Please return all correspondence concerning this matter to the following:

HARLAN L. PAUL, ESQUIRE
PAUL & ELKIND, P.A.
142 E. NEW YORK AVE.
DELAND, FL 32724

For further information, concerning this matter, please call:

Harlan L. Paul 386-734-3020

Very Truly Yours,
Paul & Elkind, P.A.



Harlan L. Paul

Signed for Mr. Paul in his absence
to prevent a delay in mailing.

HLP/dc
enclosures
cc: Mr. Jerry Rocco



ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. OCCOR, Inc. 225 W. New York Ave. Deland, Florida 32720	Florida	S-Corp

Florida Document/Registration Number: J36029 FEI Number: 592742542

2. SOLARO, Inc. 225 W. New York Ave. Deland, Florida 32720	Florida	S-Corp
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Florida Document/Registration Number: J912276 FEI Number: 592858982

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TALLAHASSEE FLORIDA

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. OCCOR, Inc. 225 W. New York Ave. Deland, Florida 32720	Florida	S-Corp

Florida Document/Registration Number: J36029 FEI Number: 592742542

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

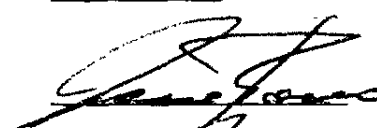
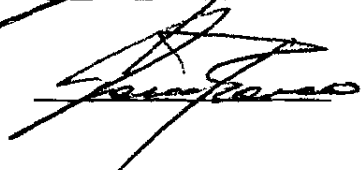
FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity that is party to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

SIXTH: The merger shall become effective as of June 30, 2004

SEVENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
OCCOR, Inc.		Jerry Rocco, President
SOLARO, Inc.		Jerry Rocco, President

PLAN OF MERGER

Plan of merger effective date of June 30, 2004, between OCCOR, INC., hereinafter referred to as the "surviving corporation," and SOLARO, INC., hereinafter referred to as the "absorbed corporation."

WHEREAS, OCCOR, INC., is a corporation organized and existing under the laws of the State of Florida, with its principal office at 225 w. New York Ave., Deland, Florida and

WHEREAS, OCCOR, INC., has a capitalization of Seven Hundred (700) authorized shares of TEN and 00/xx DOLLAR (\$10.00) per share common stock, of which One Hundred(100) shares are issued and outstanding; and

WHEREAS, SOLARO, INC., is a corporation organized and existing under the laws of the State of Florida with its principal office at 225 W. New York Ave., Deland, Florida; and

WHEREAS, SOLARO, INC., has a capitalization of Seven Hundred (700) authorized shares of TEN and 00/xx DOLLAR (\$10.00) per share common stock of which Seven Hundred (700) shares are issued and outstanding; and

WHEREAS, The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that SOLARO, INC., be merged into OCCOR, INC., pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business CORPORATION Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended;

NOW, THEREFORE, in consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

1. Merger. SOLARO, INC., shall merge with and into OCCOR, INC. OCCOR, Inc., shall be the surviving corporation.

2. Terms and Conditions. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

3. Conversion of Shares. The manner and basis of converting the shares of the absorbed corporation into shares, rights, and obligations of the surviving corporation is as follows:

(a) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in the manner that the surviving corporation shall legally require.

4. **Changes in Articles of Incorporation.** The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger.

5. **Changes in Bylaws.** The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

6. **Directors and Officers.** The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

7. **Effective Date of Merger.** The effective date of this merger shall be June 30, 2004 at the close of business.

8. **Execution of Agreement.** This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

[Corporate Seal]

Attest:

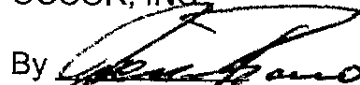

Secretary

[Corporate Seal]

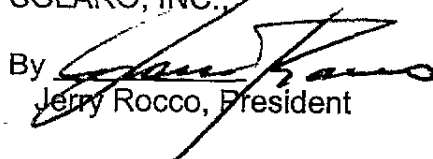
Attest:


Secretary

OCCOR, INC.

By 
Jerry Rocco, President

SOLARO, INC.

By 
Jerry Rocco, President