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RECEIVED 05 SEP 30 AM 8:00 DIVISION OF CORPORATIONS

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MERGER OR SHARE EXCHANGE

ASO CORPORATION

Certificate of Status	0
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PS 9/30/05
Merger

FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

September 30, 2005

ASO CORPORATION
300 SARASOTA CENTER BLVD.
SARASOTA, FL 34240

SUBJECT: ASO CORPORATION
REF: J36436

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.

Please review and correct your document accordingly regarding reference to Exhibit A.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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H05000231503 3

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05 SEP 30 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER BETWEEN
ASO CORPORATION,
A FLORIDA CORPORATION
AND
TEXAS ASO CORPORATION,
A TEXAS CORPORATION

Pursuant to Section 607.1105 of the Florida Business Corporation Act and Part 5 of the Texas Business Corporation Act, Texas ASO Corporation, a Texas corporation (the "Merging Corporation") and ASO Corporation, a Florida corporation (the "Survivor"), hereby adopt the following Articles of Merger for the purpose of effecting the merger of the Merging Corporation into the Survivor, which will be the surviving corporation (the "Merger").

ARTICLE I

The Agreement and Plan of Merger effecting the Merger of the Merging Corporation with and into the Survivor is attached hereto and made a part of these Articles of Merger as Exhibit A.

ARTICLE II

The name of the surviving corporation is ASO Corporation, a Florida corporation.

ARTICLE III

The effective date and time of the Merger in Florida shall be September 30, 2005 at 11:59 pm.

ARTICLE IV

The Plan of Merger was adopted by the unanimous written consent of the Board of Directors of Merging Corporation effective as of August 4, 2005, and the consent of the shareholder of the Merging Corporation effective as of September 28, 2005. The Plan of Merger was adopted by the unanimous written consent of the Board of Directors of Survivor effective as of August 4, 2005.

ARTICLE V

The address of the Survivor in Florida is 300 Sarasota Center Blvd., Sarasota, Florida 34240.

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H05000231503 3

IN WITNESS WHEREOF, the undersigned has executed this document as of Sept 28, 2005.

ASO CORPORATION, a Florida corporation

By: John Macaskill
John Macaskill
President

TEXAS ASO CORPORATION, a Texas corporation

By: John Macaskill
Name: JOHN MACASKILL
Title: PRESIDENT

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H05000231503 3

AGREEMENT AND PLAN OF MERGER
BETWEEN ASO CORPORATION
AND
TEXAS ASO CORPORATION

THIS AGREEMENT AND PLAN OF MERGER dated as of the Effective Time (the "Agreement"), is between ASO Corporation, a Florida corporation, and Texas ASO Corporation, a Texas corporation.

1. The name of each of the corporations planning to merge is as follows:

(a) The name of the corporation that will be the surviving corporation in the merger is ASO Corporation (the "Surviving Corporation"); and

(b) The name of the corporation that will merge with and into the Surviving Corporation is Texas ASO Corporation (the "Merging Corporation").

2. As of the date of this Agreement, the Surviving Corporation owns all of the issued and outstanding stock of the Merging Corporation.

3. The general terms and conditions of the merger are as follows:

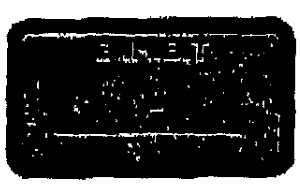
At the "Effective Time" (as that term is defined below in Section 9), the Merging Corporation shall merge into the Surviving Corporation, and the separate existence of the Merging Corporation shall cease and the Surviving Corporation shall ultimately succeed to all rights, privileges, immunities, powers, franchises, authority, and real and personal property of the Merging Corporation. The Surviving Corporation shall thereafter be responsible and liable for all obligations of the Merging Corporation, and neither the rights of the creditors nor any liens on the property of the Merging Corporation shall be impaired by the merger.

4. The manner and basis of converting the shares of each corporation shall be as follows:

(a) At the Effective Time, each share of common stock of the Merging Corporation that is issued and outstanding immediately prior to the Effective Time shall be cancelled and retired and shall cease without payment of any consideration and shall cease to exist.

(b) At the Effective Time, by virtue of the merger and without any further action on the part of the Surviving Corporation, each share of common stock of the Surviving Corporation that is issued and outstanding immediately prior to the Effective Time shall remain outstanding.

5. The articles of incorporation of the Surviving Corporation at the Effective Time shall be the articles of incorporation of the Surviving Corporation and shall continue in full force and effect until amended and changed under the laws of Florida.



H05000231503 3

6. The bylaws of the Surviving Corporation at the Effective Time shall become the bylaws of the Surviving Corporation and will continue in full force and effect until changed, altered, or amended as provided in the bylaws.

7. There are no shareholders of the Merging Corporation who would be entitled to vote and who dissent from the merger pursuant to Section 607.1321, Florida Statutes, who are entitled to be paid the fair value of their shares if they comply with the provisions of the Florida Business Corporation Act regarding appraisal rights. This is because the Surviving Corporation owns all of the issued and outstanding capital stock of the Merging Corporation and it did not dissent from the merger.

8. The Boards of Directors of the Surviving Corporation and the Merging Corporation may amend this Agreement at any time prior to the filing of the Articles of Merger in Florida, and the Articles of Merger in Texas.

9. The Surviving Corporation and the Merging Corporation intend the merger contemplated by this Agreement, in conjunction with the Contribution Agreement between the Surviving Corporation and ASO International Corporation, to qualify as a reorganization described in Section 368(a)(1)(D) of the United States Internal Revenue Code of 1986,as amended.

10. The merger contemplated by this Agreement shall be effective as of 11:59 pm on September 30, 2005 (the "Effective Time").

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of Sept. 28, 2005.

ASO CORPORATION

By: [signature]
John Macaskill
President

TEXAS ASO CORPORATION

By: JOHN MACASKILL
Name: [signature]
Title: PRESIDENT

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