

J40610

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Dale Willis, Inc.

900002577279--0  
-07/01/98--01035--017  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Art of Inc. File Merger  
LTD Partnership File \_\_\_\_\_  
Foreign Corp. File \_\_\_\_\_  
L.C. File \_\_\_\_\_  
Fictitious Name File \_\_\_\_\_  
Trade/Service Mark ☒ \_\_\_\_\_  
Merger File plwb  
Art. of Amend. File \_\_\_\_\_  
RA Resignation \_\_\_\_\_  
Dissolution / Withdrawal \_\_\_\_\_  
Annual Report / Reinstatement \_\_\_\_\_  
Cert. Copy ☒ \_\_\_\_\_  
Photo Copy \_\_\_\_\_  
Certificate of Good Standing \_\_\_\_\_  
Certificate of Status \_\_\_\_\_  
Certificate of Fictitious Name \_\_\_\_\_  
Corp Record Search \_\_\_\_\_  
Officer Search \_\_\_\_\_  
Fictitious Search \_\_\_\_\_  
Fictitious Owner Search \_\_\_\_\_  
Vehicle Search \_\_\_\_\_  
Driving Record \_\_\_\_\_  
UCC 1 or 3 File \_\_\_\_\_  
UCC 11 Search \_\_\_\_\_  
UCC 11 Retrieval \_\_\_\_\_  
Courier \_\_\_\_\_

FILED  
98 JUL -1 PM 1:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
98 JUL -1 AM 10:20  
DIVISION OF CORPORATION

7/1/98

Signature \_\_\_\_\_

Requested by: CS 7/1 10:12  
Name Date Time  
Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

DALE WILLIS, INC., a Florida corporation P93000010499

INTO

**QUANTUM MARKETING, INC.**, a Florida corporation, J40610.

File date: July 1, 1998

Corporate Specialist: Annette Hogan

**ARTICLES OF MERGER  
OF  
DALE WILLIS, INC. a Florida Corporation,  
with  
QUANTUM MARKETING, INC., a Florida Corporation**

FILED  
98 JUL -1 PM 1:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER between Dale Willis, Inc. ("DWI"), a Florida corporation, and Quantum Marketing, Inc. ("QMI") a Florida corporation.

Pursuant to s. 607.1105 of the Florida Business Corporation Act (the "Act") QMI and DWI adopt the following Articles of Merger.

1. The Plan of Merger dated June 30, 1998 ("Plan of Merger"), between DWI and QMI was approved and adopted by the shareholders of QMI on June 30, 1998, and was adopted by the Board of Directors of DWI on June 30, 1998, since shareholder approval of the Plan of Merger is not required by the shareholders of DWI by s. 607.1103(7) of the Act.

2. Pursuant to the Plan of Merger, all issued and outstanding shares of DWI's stock will be acquired by means of a merger of QMI into QMI with QMI as the surviving corporation ("Merger").

3. The Plan of Merger is attached as Exhibit "A" and incorporated by reference as if fully set forth.

4. Pursuant to s. 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on July 1, 1998.

IN WITNESS WHEREOF, the parties have set their hands this 30<sup>th</sup> day of June, 1998.

ATTEST:

Guadalupe F. Howell  
(Corporate Seal)

ATTEST:

Guadalupe F. Howell  
(Corporate Seal)

QUANTUM MARKETING, INC.,  
a Florida corporation

By: Larrell I. Willis  
Larrell I. Willis  
Its: President

DALE WILLIS, INC.,  
a Florida corporation

By: John Dale Willis  
John Dale Willis  
Its: President

## **PLAN OF MERGER**

Merger between Quantum Marketing, Inc. ("QMI") and Dale Willis, Inc. ("DWI"), collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with s. 607.1101 of the Florida Business Corporation Act (the "Act"). The Merger shall be effective July 1, 1998 (the "Effective Date").

1. Articles of Incorporation. The Articles of Incorporation of QMI, as previously amended and in effect immediately before the Effective Date of the Merger (the "Effective Date") shall, without any changes, remain the Articles of Incorporation of QMI from and after the Effective Date until further amended as permitted by law.

2. Distribution to Shareholders of the Constituent Corporations. Upon the Effective Date, each share of DWI's common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for Two Hundred Twelve (212) shares of common stock of QMI, in accordance with this Plan. Each share of QMI's stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of QMI's stock.

3. Satisfaction of Rights of DWI Shareholders. All shares of QMI's stock into which shares of DWI's stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Effect of Merger. On the Effective Date, the separate existence of DWI shall cease, and QMI shall be fully vested in DWI's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in s. 607.1106 of the Act.

5. Supplemental Action. If at any time after the Effective Date QMI shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action are necessary or desirable to carry out the provisions of this Plan, the appropriate officers of QMI or DWI, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of QMI, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in QMI, or to otherwise carry out the provisions of this Plan.

6. Filing with the Florida Secretary of State and Effective Date. DWI and QMI shall cause their respective President to execute Articles of Merger in the form attached to this Agreement and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by QMI to the Florida Secretary of State. In accordance with s. 607.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be July 1, 1998.

Plan of Merger  
Quantum Marketing, Inc./Dale Willis, Inc.  
Effective Date: July 1, 1998

---

7. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with s. 607.1103 of the Act.

8. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

f:\sandy\corporate\2803-4.mergerplan