

J 70351



ACCOUNT NO. : 072100000032

REFERENCE : 680560 4354503

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pigute*

FILED  
2002 JUL 29 AM 11:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : July 26, 2002

ORDER TIME : 9:38 AM

ORDER NO. : 680560-035

CUSTOMER NO: 4354503

CUSTOMER: Mr. Xavier Jones  
Piper Rudnick LLP  
1251 Avenue Of The Americas  
29th Floor  
New York, NY 10020-1104

RECEIVED  
02 JUL 29 AM 10:25  
DEPARTMENT OF STATE  
OFFICE OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

COLDATA, INC,

INTO

COLDATA, INC.

*file first*  
EFFECTIVE DATE  
08-01-02

000006720710--0

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull

C. Coulllette JUL 29 2002

EXAMINER'S INITIALS: \_\_\_\_\_



ARTICLES OF MERGER  
Merger Sheet

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MERGING:

COLDATA, INC., a Florida corporation, J70351

INTO

**COLDATA, INC.**, a New York entity not qualified in Florida.

File date: July 29, 2002, effective August 1, 2002

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 70.00



ARTICLES OF MERGER

OF

COLDATA, INC., a Florida corporation

AND

COLDATA, INC., a New York corporation

FILED  
2002 JUL 29 AM 11:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Coldata, Inc., a Florida corporation ("Coldata FL"), with and into Coldata, Inc., a New York corporation ("Coldata NY").

2. The shareholders of Coldata NY entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them on December 26, 2001 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of Coldata FL with and into Coldata NY is permitted by the laws of the jurisdiction of organization of New York and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of Coldata NY was December 26, 2001.

4. The effective date of the merger herein certified shall be August 1, 2002.

Executed on August 1, 2002.

COLDATA, INC., a Florida corporation

By: Stanley R. Fish

Name: Stanley R. Fish

Title: Secretary

EFFECTIVE DATE  
08-01-02

COLDATA, INC., a New York corporation

By: Stanley R. Fish

Name: Stanley R. Fish

Title: Secretary



## **PLAN OF MERGER**

PLAN OF MERGER adopted on December 26, 2001 by Coldata, Inc., a business corporation incorporated under the laws of the State of Florida ("Coldata FL"), and by its Board of Directors on said date, and adopted on December 26, 2001 by Coldata, Inc., a business corporation of the State of New York ("Coldata NY"), and by its Board of Directors on said date.

1. The participating corporations, Coldata FL and Coldata NY, shall pursuant to the provisions of the laws of the State of Florida and the provisions of the Business Corporation Law of the State of New York, be merged with and into a single corporation, Coldata NY, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation," and which shall continue to exist as the surviving corporation under its present name pursuant to the provisions of the Business Corporation Law of the State of New York. The separate existence of Coldata FL, which is sometimes hereinafter referred to as the "terminating corporation," shall cease upon the effective date of the merger in accordance with the provisions of the laws of the jurisdiction of its incorporation.

2. The number of outstanding shares of the terminating corporation is 30 shares, all of which are of one class and are common shares, and all of which are entitled to vote.

3. The number of outstanding shares of the surviving corporation is 100 shares, all of which are of one class and are common shares, and all of which are entitled to vote.

4. The certificate of incorporation of the surviving corporation as of the effective date of the merger shall be the certificate of incorporation of said surviving corporation and shall continue in full force and effect until sooner amended or changed as permitted by the provisions of the Business Corporation Law of the State of New York.

5. The by-laws of the surviving corporation upon the effective date of the merger will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Business Corporation Law of the State of New York.

6. The directors and officers in office of the surviving corporation upon the effective date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

7. Each issued share of the terminating corporation shall, upon the effective date of the merger, be converted into one third (1/3) of one share of the surviving corporation. The issued shares of the surviving corporation shall not be converted in any manner, but each said share which



is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

8. The merger of the terminating corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of incorporation of the terminating corporation, and the Plan of Merger herein made and adopted shall be submitted to the shareholders of the surviving corporation for their adoption or rejection in the manner prescribed by the provisions of the Business Corporation Law of the State of New York.

9. In the event that the merger of the terminating corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of incorporation of the terminating corporation, and in the event that the Plan of Merger shall have been adopted by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Business Corporation Law of the State of New York, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of New York, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

10. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

11. The effective date of the merger shall be August 1, 2002.