

J86780

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

OVERSTREET CONSULTANTS, INC., a Florida corporation, J50660

INTO

OCI ASSOCIATES, INC., a Florida corporation, J86780.

File date: May 9, 1997

Corporate Specialist: Velma Shepard

J 86780

LINDA K. PHIPPS
ATTORNEY AT LAW

1850 LEE ROAD, SUITE 111
WINTER PARK, FLORIDA 32789

TELEPHONE (407) 740-5931
FAX (407) 740-8551

May 7, 1997

Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee, FL 32314

100002172701--0
-05/09/97--01036--006
****105.00 *****70.00

Re: OCI Associates, Inc.
Merger with Overstreet Consultants, Inc.

Ladies and Gentlemen:

Enclosed please find:

1. Original and one photocopy of Articles of Merger with attached Plan of Merger wherein Overstreet Consultants, Inc. is merged into OCI Associates, Inc.
2. Original and one photocopy of Articles of Restatement of Articles of Incorporation of OCI Associates, Inc.
3. Our firm's Check No. 5428 in the sum of \$105.00 to cover the following costs:

Filing Fee - Articles of Merger \$ 70.00

Filing Fee - Articles of Restatement \$ 35.00

Please return to my office the enclosed photocopies with your filing stamp information affixed.

Thank you for your attention to this matter.

Sincerely,

Linda K. Phipps

Linda K. Phipps

vkb
Enclosures

cc: Amir Kazeminia - w/o encs.
Mark Kuehler, CPA - w/o encs.

Merger

VS MAY 15 1997

97 MAY -9 AM 9:23
FILED
TALLAHASSEE, FLORIDA

OVERSTREET CONSULTANTS, INC. - OCI ASSOCIATES, INC.

ARTICLES OF MERGER

FILED
97 MAY -9 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OCI ASSOCIATES, INC. (the "Surviving Corporation"), pursuant to Section 607.1105 Florida Statutes, submits for filing the following Articles of Merger.

1. The parties to this merger are: OCI ASSOCIATES, INC. and OVERSTREET CONSULTANTS, INC. Each of the parties to this merger is a corporation organized and existing under the laws of the State of Florida. Under the terms of the merger, OCI ASSOCIATES, INC. shall be the Surviving Corporation.

2. On April 28, 1997, the Board of Directors of each corporation approved and submitted a Plan of Merger to its respective shareholders which was ratified and adopted by the shareholders of each corporation on April 28, 1997. A true and correct copy of the Plan of Merger is attached hereto as Exhibit A.

3. As part of the Plan of Merger, Restated Articles of Incorporation were approved and adopted for OCI ASSOCIATES, INC., the Surviving Corporation. These Restated Articles of Incorporation are being filed simultaneously with these Articles of Merger.

4. In accordance with the terms of the Plan of Merger, each share of the common stock of OVERSTREET CONSULTANTS, INC. which is issued and outstanding on the effective date of the merger, shall be converted into one share of the common stock of OCI ASSOCIATES, INC., the Surviving Corporation.

5. The Effective Date of this merger shall be the date when these Articles of Merger are filed with the Department of State of

the State of Florida and thereupon OVERSTREET CONSULTANTS, INC. shall be merged into OCI ASSOCIATES, INC. and the separate existence of OVERSTREET CONSULTANTS, INC. shall cease.

Executed this 28th day of April, 1997.

OVERSTREET CONSULTANTS, INC.

OCI ASSOCIATES, INC.

"Absorbed Corporation"

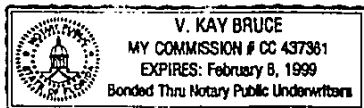
"Surviving Corporation"

By: [Signature]
Amir Kazeminia, President

By: [Signature]
Amir Kazeminia, President

STATE OF FLORIDA
COUNTY OF ORANGE

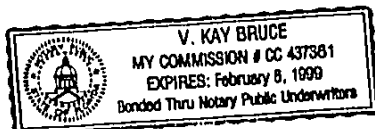
The foregoing instrument was acknowledged before me this 28th day of APRIL, 1997, by AMIR KAZEMINIA, as President of OCI ASSOCIATES, INC., and who is personally known to me or who has produced FLORIDA DRIVER'S LICENSE as identification, and who acknowledged executing the foregoing instrument freely and voluntarily.



V. Kay Bruce
Notary Public, State of Florida
V. KAY BRUCE
Printed Name of Notary Public
My Commission Expires: FEB 6, 1999

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 28th day of APRIL, 1997, by AMIR KAZEMINIA, as President of OVERSTREET CONSULTANTS, INC., and who is personally known to me or who has produced FLORIDA DRIVER'S LICENSE as identification, and who acknowledged executing the foregoing instrument freely and voluntarily.



V. Kay Bruce
Notary Public, State of Florida
V. KAY BRUCE
Printed Name of Notary Public
My Commission Expires: FEB. 6, 1999

OVERSTREET CONSULTANTS, INC. - OCI, ASSOCIATES, INC.

PLAN OF MERGER

This Plan of Merger dated April 28, 1997, is between OVERSTREET CONSULTANTS, INC., a Florida corporation, hereinafter sometimes called the "Absorbed Corporation," and OCI ASSOCIATES, INC., a Florida corporation, hereinafter sometimes called the "Surviving Corporation."

STIPULATION

A. OVERSTREET CONSULTANTS, INC. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 427 Whooping Loop, Suite 1825, Altamonte Springs, Florida 32701.

B. OVERSTREET CONSULTANTS, INC. has a capitalization of One Hundred (100) authorized shares of One Dollar (\$1.00) par value common stock of which fifty-one (51) shares are issued and outstanding.

C. OCI ASSOCIATES, INC. is a corporation organized and existing under the laws of the State of Florida with its principal office at 427 Whooping Loop, Suite 1825, Altamonte Springs, Florida 32701.

D. OCI, ASSOCIATES, INC. has a capitalization of Five Thousand (5,000) authorized shares of One Dollar (\$1.00) par value common stock of which Two Thousand Five Hundred Fifty (2,550) shares are issued and outstanding.

E. The reason for merging Absorbed Corporation into the Surviving Corporation is to simplify the operations of the two businesses, avoid duplication of operations, and consolidate the personnel of the Corporations in order to obtain simpler, more effective and economical operation of the business, particularly since both corporations are now owned by the same shareholder.

F. The Boards of Directors of the constituent corporations, and the sole shareholder of the constituent corporations, have determined that it is desirable and in the best interest of each Corporation and its shareholders that OVERSTREET CONSULTANTS, INC. be merged into OCI CONSULTANTS, INC.

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

SECTION 1. MERGER

OVERSTREET CONSULTANTS, INC., the Absorbed Corporation, shall merge with and into OCI ASSOCIATES, INC., the Surviving Corporation.

SECTION 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 with all the property, real and personal, of the Absorbed Corporation without the necessity for any separate transfer or conveyance. The Surviving Corporation shall thereafter

be responsible and liable for all liabilities and obligations of the Absorbed Corporation.

SECTION 3. CONVERSION OF SHARES

The manner and basis of converting the shares of the Absorbed Corporation into shares of the Surviving Corporation is as follows:

A. Each share of the common stock of OVERSTREET CONSULTANTS, INC. issued and outstanding on the effective date of the merger, shall be converted into one share of the common stock of OCI ASSOCIATES, INC.

The conversion shall be effected as follows:

B. On or immediately after the effective date of the merger each holder of certificates of shares of common stock in the Absorbed Corporation shall surrender them to the Surviving Corporation in such manner as the Surviving Corporation shall legally require. Upon receipt of such share certificates, the Surviving Corporation shall issue and exchange therefor certificates of common stock in the Surviving Corporation representing the number of shares of such stock to which such holder is entitled as provided above.

SECTION 4. CHANGES IN ARTICLES OF INCORPORATION

The Articles of Incorporation of the Surviving Corporation shall be restated in accordance with Exhibit 1 attached hereto entitled " Restated Articles of Incorporation of OCI Associates, Inc." following the Effective Date of the merger.

SECTION 5. DIRECTORS AND OFFICERS

The present directors and officers of the Absorbed Corporation shall tender their resignations effective as of the date of the merger. The present directors and officers of the Surviving

Corporation shall be elected as directors and officers of the
Surviving Corporation following the date of the merger, to wit:

Director: Amir Kazeminia

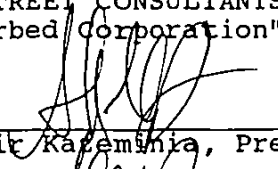
President/Secretary/

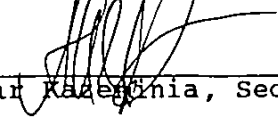
Treasurer: Amir Kazeminia

SECTION 6. EFFECTIVE DATE OF MERGER

The effective date of the merger shall be the date on which
Articles of Merger are filed with the Florida Secretary of State.

OVERSTREET CONSULTANTS, INC.
"Absorbed Corporation"

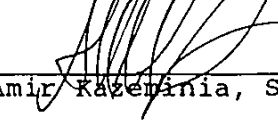
By: 
Amir Kazeminia, President

By: 
Amir Kazeminia, Secretary

(CORPORATE SEAL)

OCI ASSOCIATES, INC.
"Surviving Corporation"

By: 
Amir Kazeminia, President

By: 
Amir Kazeminia, Secretary

(CORPORATE SEAL)

2.

J86780

Linda K. Phipps
Attorney At Law
1850 Lee Road, Suite 111
Winter Park, Florida 32789

City/State/Zip

Phone #

200002172702--7

-05/09/97--01036--006

****105.00 ****35.00
Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

FILED
97 MAY -9 AM 9:26
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Restated Art.

VS MAY 15 1997

ARTICLES OF RESTATEMENT OF ARTICLES OF INCORPORATION
OF
OCI ASSOCIATES, INC.

FILED
97 MAY -9 AM 9:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned hereby files these ARTICLES OF RESTATEMENT whereby THE ARTICLES OF INCORPORATION of the Corporation are restated in their entirety.

As of the Effective Date, the Articles of Incorporation shall be as follows:

ARTICLE I - NAME

The name of the corporation is **OCI ASSOCIATES, INC.**

ARTICLE II - MAILING ADDRESS

The principal street address and mailing address of the Corporation shall be 427 Whooping Loop, Suite 1825, Altamonte Springs, Florida 32701.

ARTICLE III - DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which the corporation has authority to issue is Five Thousand (5,000), which shall be common shares with par value of One Dollar (\$1.00) per share.

ARTICLE V - REGISTERED AGENT AND ADDRESS

The street address of the registered office of the corporation is 427 Whooping Loop, Suite 1825, Altamonte Springs, Florida 32701; and the name of the Registered Agent at such address is Amir Kazeminia.

ARTICLE VI - TERM OF EXISTENCE

The corporate existence shall continue from the effective date of the previously filed Articles of Incorporation.

ARTICLE VII - PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights.

ARTICLE VIII - INCORPORATORS

The name and street address of the Incorporator of the corporation is that set out in the original Articles of Incorporation.

ARTICLE IX - EFFECTIVE DATE

The Effective Date of these Restated Articles of Incorporation is the date that the Articles of Merger whereunder the corporation known as Overstreet Consultants, Inc. was merged into OCI ASSOCIATES, INC.

IN WITNESS WHEREOF, I have subscribed my name this 28th day of April, 1997.


AMIR KAZEMINIA, PRESIDENT


ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, AMIR KAZEMINIA, hereby accept appointment as Registered Agent of OCI Associates, Inc.


AMIR KAZEMINIA, PRESIDENT

CERTIFICATE

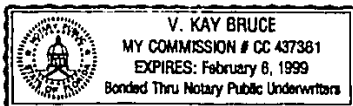
- (a.) The restatement contains an amendment to the Articles of Incorporation requiring shareholder approval.
- (b.) The Restated Articles of Incorporation were adopted by the Board of Directors and Shareholders on APRIL 28, 1997.
- (c.) The number of votes cast for the Restated Articles was sufficient for approval.

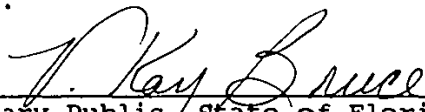


AMIR KAZEMINIA, PRESIDENT

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 28th day of APRIL, 1997, by AMIR KAZEMINIA, as President of OCI ASSOCIATES, INC., and who is personally known to me or who has produced FLORIDA DRIVER'S LICENSE as identification, and who acknowledged executing the foregoing instrument freely and voluntarily.





Notary Public, State of Florida
V. KAY BRUCE
Printed Name of Notary Public
My Commission Expires: FEB. 6, 1999

CONSENT OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for OCI Associates, Inc.

Dated this 28th day of APRIL, 1997.



AMIR KAZEMINIA, PRESIDENT