

J92271

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

NETAM INDUSTRIES, INC.

Certificate of Status	1
Certified Copy	0
Page Count	07
Estimated Charge	\$78.75

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04 JUN 10 PM 12:13

DIVISION OF CORPORATIONS

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6/11/04

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 9, 2004

NETAM INDUSTRIES, INC.
707 COMMERCE WAY
JUPITER, FL 33458US

SUBJECT: NETAM INDUSTRIES, INC.
REF: J92271

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

PLEASE CORRECT THE NAME OF THE MERGING CORPORATION TO READ AS FOLLOWS
THROUGHOUT THE DOCUMENT: NETAM ENGINEERING, INC.

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

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Document Specialist

FAX And. #: HD4000122483
Letter Number: 104A00039275

ARTICLES OF MERGER

1. In accordance with Section 607.1105 of the Florida Statutes, NETAM ENGINEERING, INC., a Florida corporation ("NETAM ENGINEERING"), hereby files these Articles of Merger with the Secretary of State of the state of Florida in order to merge itself into NETAM INDUSTRIES, INC., a Florida corporation ("NETAM INDUSTRIES").

2. A copy of the Agreement and Plan of Merger for the constituent corporations is attached to the Articles of Merger as an exhibit.

3. The merger shall become effective upon the filing of these Articles of Merger.

4. The Agreement and Plan of Merger was adopted by the shareholders and the Board of Directors of the constituent corporations by unanimous written consent on June 1st, 2004.

IN WITNESS WHEREOF, the President of NETAM ENGINEERING and NETAM INDUSTRIES has signed these Articles of Merger this 1st day of June, 2004.

NETAM ENGINEERING, INC.

By: 
RICHARD W. STEEVES, President

NETAM INDUSTRIES, INC.

By: 
RICHARD W. STEEVES, President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 JUN 10 PM 1:39

FILED

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing Articles of Merger were subscribed and acknowledged before me, a notary public in and for the aforesaid state and county, by RICHARD W. STEEVES, who is the President of NETAM ENGINEERING, INC., a Florida corporation, and who is either personally known to me or who produced his driver's license as identification.

WITNESS my hand and official seal this 7th day of June, 2004.

Janet L. Studenski
Notary Public, State of Florida

My Commission Expires:

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)



Janet L. Studenski
MY COMMISSION # CC949683 EXPIRES
June 26, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

The foregoing Articles of Merger were subscribed and acknowledged before me, a notary public in and for the aforesaid state and county, by RICHARD W. STEEVES, who is the President of NETAM INDUSTRIES, INC., a Florida corporation, and who is either personally known to me or who produced his driver's license as identification.

WITNESS my hand and official seal this 7th day of June, 2004.

Janet L. Studenski
Notary Public, State of Florida

My Commission Expires:

WGD/Doc2004/Netam Industries - Merger Agreement



Janet L. Studenski
MY COMMISSION # CC949683 EXPIRES
June 26, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger dated as of this 7th day of June, 2004 (the "Agreement"), by and between NETAM ENGINEERING, INC., a Florida corporation ("NETAM ENGINEERING") and NETAM INDUSTRIES, INC., a Florida corporation ("NETAM INDUSTRIES").

RECITALS

A. NETAM ENGINEERING is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated by Articles filed on September 4, 1996. NETAM ENGINEERING is authorized to issue one hundred thousand (100,000) shares of no par value common stock, of which one hundred (100) shares are presently issued and outstanding.

B. NETAM INDUSTRIES is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on September 15, 1987. NETAM INDUSTRIES is authorized to issue One Thousand (1,000) shares of common stock, one dollar (\$1.00) par value, of which One Thousand (1,000) shares are presently issued and outstanding.

C. On June 7th, 2004, all of the shareholders and directors of both NETAM ENGINEERING and NETAM INDUSTRIES adopted this Agreement and Plan of Merger by unanimous written consent.

NOW, THEREFORE, in consideration of the mutual agreements and covenants herein set forth, NETAM ENGINEERING and NETAM INDUSTRIES hereby agree as follows:

I. MERGER

1.1 Merger. Upon the Effective Date of the Merger, NETAM ENGINEERING shall be merged with and into NETAM INDUSTRIES, and the separate existence of NETAM

ENGINEERING shall cease and NETAM INDUSTRIES shall be the corporation surviving the merger.

1.2 Effective Date of the Merger. The merger of NETAM ENGINEERING into NETAM INDUSTRIES is to become effective on the date that the Articles of Merger for the corporations are filed with the Secretary of State of the State of Florida.

1.3 Effect of Merger. Upon the Effective Date of the Merger, the separate existence of NETAM ENGINEERING shall cease and NETAM INDUSTRIES, as the surviving corporation (i) shall continue to own and possess all of the assets, rights, powers and property that it owned immediately prior to the merger, (ii) shall be subject to all actions previously taken by the Board of Directors of NETAM ENGINEERING and NETAM INDUSTRIES, (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of NETAM ENGINEERING, as provided under the applicable provisions of the Florida Business Corporation Act, (iv) shall continue to be subject to all of its debts, liabilities and obligations as it had immediately prior to the merger, and (v) shall succeed without other transfer to all of the debts, liabilities and obligations of NETAM ENGINEERING in the same manner as if NETAM INDUSTRIES had itself incurred them, as provided under the applicable provisions of the Florida Business Corporation Act.

II. MANNER AND CONVERSION OF STOCK

2.1 Cancellation of Shares. Upon the Effective Date of the Merger, all of the issued and outstanding common stock of NETAM ENGINEERING shall be cancelled.

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III. CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

3.1 Articles of Incorporation. On the Effective Date of the Merger, the Articles of Incorporation of NETAM INDUSTRIES, shall be the Articles of Incorporation of the surviving corporation until further amended as provided by law.

3.2 By-Laws. On the Effective Date of the Merger, the By-Laws of NETAM INDUSTRIES shall be the By-Laws of the surviving corporation, until the same shall be altered, amended, or repealed, or until new By-Laws shall be adopted in accordance with the provisions thereof.

3.3 Directors and Officers. On the Effective Date of the Merger, the Board of Directors and officers of NETAM INDUSTRIES shall become the Board of Directors and officers of the surviving corporation, and shall continue in that capacity until their successors are duly elected and qualified.

IV. GENERAL

4.1 Further Assurances. From time to time, as and when required by NETAM INDUSTRIES or by its successors or assigns, there shall be executed and delivered on behalf of NETAM ENGINEERING, such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other actions as shall be appropriate or necessary in order to vest or perfect in or conform of record NETAM INDUSTRIES's title to and possession of all of the property, interest, assets, rights, privileges, immunities, powers, franchises and authority of NETAM ENGINEERING, and otherwise to carry out the purposes of this Agreement, and the officers and directors of NETAM INDUSTRIES are fully authorized in the name and on behalf of

NETAM ENGINEERING or otherwise to take any and all such action and to execute and deliver in all such deeds or other instruments.

4.2 Abandonment. At any time before the Effective Date of the Merger, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either NETAM ENGINEERING or NETAM INDUSTRIES.

4.3 Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Florida and, so far as applicable, the merger provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, NETAM ENGINEERING and NETAM INDUSTRIES have caused their corporate names and seals to be heretofore affixed by their duly authorized officers on the day and year indicated above.

NETAM ENGINEERING, INC.

By 
RICHARD W. STEEVES, President

NETAM INDUSTRIES, INC.

By 
RICHARD W. STEEVES, President

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STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing Agreement and Plan of Merger was subscribed and acknowledged before me, a notary public in and for the aforesaid state and county, by RICHARD W. STEEVES, who is the President of NETAM ENGINEERING, INC., a Florida corporation, and who is either personally known to me or who produced his driver's license as identification.

WITNESS my hand and official seal this 7th day of June, 2004.


Notary Public, State of Florida

My Commission Expires:

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)



Janet L. Studenski
MY COMMISSION # CC#49683 EXPIRES
June 26, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

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