

K03530

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MERGER OR SHARE EXCHANGE

Key Control Holding, Inc.

EFFECTIVE DATE
12-31-04

Certificate of Status	0
Certified Copy	3
Page Count	07
Estimated Charge	\$96.25

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TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Key Control Holding, Inc.

(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Robin Gilliland

(Name of person)

Dealer Computer Services, Inc.

(Name of firm/company)

6700 Hollister

(Address)

Houston, Texas 77040

(City/state and zip code)

For further information concerning this matter, please call:

Robin Gilliland

(Name of person)

at (713)

) 718-1800

(Area code & daytime telephone number)



Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

EFFECTIVE DATE
12-31-04

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Key Control Holding, Inc.	Delaware	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Key-Trak, Inc.	Florida	K03530

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 12 / 31 / 04 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the surviving corporation on 12/9/04

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 12/9/04

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Key Control Holding, Inc.

For Nalling

Robert M. Nalley, President

Key-Trak, Inc.

Am Valley

Robert M. Nalley, President

**AGREEMENT AND PLAN OF MERGER OF
KEY-TRAK, INC.
INTO
KEY CONTROL HOLDING, INC.**

This Agreement and Plan of Merger (the "Agreement and Plan") is made and entered into as of December 9, 2004, by and between Key Control Holding, Inc., a Delaware corporation (being sometimes hereinafter referred to as the "Surviving Corporation"), and Key-Trak, Inc., a Florida corporation (being sometimes hereinafter referred to as the "Merging Corporation").

WHEREAS, KEY CONTROL HOLDING, INC. has an authorized capitalization consisting of 1,000 shares of Common Stock, no par value, of which 1,000 shares are issued and outstanding.

WHEREAS, KEY-TRAK, INC. has an authorized capitalization consisting of 1,000 shares of Common Stock, no par value, of which 1,000 shares are issued and outstanding.

WHEREAS, the directors of the Merging Corporation consider it advisable and in the best interests of the Merging Corporation and its shareholders, pursuant to the Business Corporation Law and General Corporation Law of the State of Delaware, to merge into Key Control Holding, Inc. on the terms and conditions hereinafter set forth.

NOW THEREFORE, for ten dollars (\$10.00) cash and other valuable consideration and in consideration of the mutual agreements and covenants herein contained and for the purpose of prescribing the terms and conditions of such merger, the mode of carrying it into effect and such other details and provisions of the merger as are deemed necessary or desirable, the Merging Corporation and the Surviving Corporation have agreed and covenanted, and do hereby agree and covenant, as follows:

1. The Merging Corporation agrees that it shall be merging with and into the Surviving Corporation, and that the Surviving Corporation shall be governed by the laws of the State of Delaware and that the Certificate of Incorporation, as amended, and the By-Laws, as amended of the Surviving Corporation, existing upon the Effective Date of the merger, shall continue in full force and effect until altered, amended, or repealed as provided herein by law. The principal office of the Surviving Corporation is 6700 Hollister, Houston, Texas 77040.

2. The Board of Directors of the Surviving Corporation and of the Merging Corporation have duly approved, authorized and adopted, subject to the terms and conditions hereof, the execution and delivery of this Agreement and Plan and the transactions contemplated therein, such approval effective as of December 9, 2004.

3. This Agreement and Plan shall be submitted to the shareholders of the Surviving Corporation and the Merging Corporation for their consent to the merger described herein in accordance with the laws of the State of Delaware and Florida and, when so adopted and approved by the shareholders of the Surviving Corporation and the Merging Corporation, a Certificate of Merger setting forth this Agreement and Plan of Merger shall be signed, acknowledged, certified, approved, adopted, and then filed pursuant to the laws of Delaware, as promptly as practicable. The merger described herein shall become effective December 31, 2004, hereinafter sometimes referred to as the "Effective Date".

4. On the Effective Date, the separate existence of the Merging Corporation shall cease, and the Surviving Corporation shall thereupon and thereafter:

(a) possess all of the rights, privileges, immunities, and franchises, of a public, as well as a private nature, of the Merging Corporation; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of or belonging to or due to the Merging Corporation, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and

(b) be responsible and liable for all liabilities and obligations of the Merging Corporation; and any claim existing or action or proceeding pending by or against the Merging Corporation may be prosecuted as if the merger had not taken place, or the Surviving Corporation may be substituted in its place, with the result that neither the rights of creditors nor any liens upon the property of the Merging Corporation shall be impaired by the merger.

5. The directors and officers of the Surviving Corporation shall continue to be the directors and officers of the Surviving Corporation. Such persons shall hold their respective offices, subject to the provisions of the By-Laws of the Surviving Corporation, from the Effective Date until their successors are elected and qualified.

6. Prior to, from and after the Effective Date, the Merging Corporation shall take all such action as may be necessary, appropriate, or convenient in order to effectuate the merger. If, at any time after the Effective Date, the Surviving Corporation shall determine that any further instruments or actions of whatever nature are necessary or desirable to vest in the Surviving Corporation full title to all properties, assets, rights privileges, and franchises of the Merging Corporation, the officers and directors of the Merging Corporation (as are in office on the Effective Date) shall execute and deliver such instruments and take such actions as the Surviving Corporation may determine to be necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all

such properties, assets, rights, privileges, and franchises, and otherwise carry out the purposes of this Plan.

7. On the Effective Date each of the outstanding common stock of the Merging Corporation, immediately prior to the merger, and all rights in respect therefore, shall cease to exist and be canceled.

8. On the Effective Date, each share of the outstanding common stock of the Surviving Corporation shall not be changed or converted and each share of the outstanding common stock of the Surviving Corporation shall remain outstanding after the Effective Date as one share of common stock of the Surviving Corporation.

9. This Plan may be terminated and abandoned at any time prior to the Effective Date by the shareholders of the Merging Corporation and Surviving Corporation or by the Boards of Directors of the Merging Corporation and Surviving Corporation.

Executed as of the date first above written.

ATTEST

Kenneth Bunney
KENNETH BUNNEY, Secretary

KEY CONTROL HOLDING, INC.
a Delaware Corporation

By: Robert M. Nalley
ROBERT M. NALLEY, President

ATTEST

Kenneth Bunney
KENNETH BUNNEY, Secretary

KEY-TRAK, INC.
a Florida Corporation

By: Robert M. Nalley
ROBERT M. NALLEY, President