

L020000004190

servidian
innovative security services



July 16, 2002

To: Florida Dept. of State, Division of Corporations

From: Servidian, Inc.

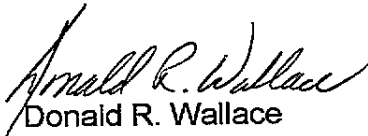
Subj: Corporate changes

Attached to this cover letter are the following documents and a check in the amount of \$60.00.

1. Agreement and Plan of Merger (for ATI)
2. Articles of Merger (for ATI)

Please process at your earliest convenience.

Thank you,


Donald R. Wallace

CEO
Servidian, Inc.

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*****60.00 *****60.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

20-02-02

ARTICLES OF MERGER
Merger Sheet

MERGING:

ACCESS TECHNOLOGY INTEGRATION, INC., A NON-QUALIFIED
WASHINGTON ENTITY

into

SERVIDIAN, LLC, a Florida entity L02000004190

File date: July 17, 2002

Corporate Specialist: Trevor Brumbley

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
FILED



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 23, 2002

DONALD R. WALLACE
3307 NW 55TH ST.
FT LAUDERDALE, FL 33309

SUBJECT: SERVIDIAN, LLC
Ref. Number: L02000004190

We have received your document for SERVIDIAN, LLC and your check(s) totaling \$60.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The plan of merger must contain the terms and conditions of the merger.

The plan of merger must contain the manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property.

The plan of merger must either provide the name(s) and address(es) of the manager(s) of the limited liability company or state the limited liability company is not managed by one or more managers.

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) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 402A00044724

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TALLAHASSEE, FLORIDA

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Exhibit "A"
AGREEMENT AND PLAN OF MERGER
OF
ACCESS TECHNOLOGY INTEGRATION, INC., A WASHINGTON CORPORATION
WITH AND INTO
SERVIDIAN, LLC, A FLORIDA LIMITED LIABILITY COMPANY

LD2000004190

This AGREEMENT AND PLAN OF MERGER ("Agreement") is made this 26th day of June, 2002, by and between SERVIDIAN, LLC, a Florida limited liability company ("Servidian") and ACCESS TECHNOLOGY INTEGRATION, INC., a Washington corporation ("ATI").

WITNESSETH:

WHEREAS, the Florida Limited Liability Company Act authorizes the merger of a corporation organized under the laws of another state with and into a limited liability company organized under the laws of the State of Florida, and the Washington Business Corporation Act authorizes the merger of a corporation organized under the laws of the State of Washington with and into a limited liability company organized under the laws of another state; and

WHEREAS, the managers of Servidian and the directors and shareholders of ATI have determined that it is advisable that ATI be merged with and into Servidian and have approved such merger on the terms and conditions hereinafter set forth in accordance with the applicable provisions of the statutes of the State of Florida and the State of Washington;

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants, and provisions hereinafter contained, and other good and valuable consideration, the receipt and adequacy of which hereby are acknowledged, Servidian and ATI hereby agree as follows:

I. CONSTITUENT ENTITIES

The name of each constituent entity is as follows: Servidian, LLC, a limited liability company organized under the laws of the State of Florida; and Access Technology Integration, Inc., a corporation organized under the laws of the State of Washington.

II. MERGER

Pursuant to Section 23B.11.110 of the Washington Business Corporation Act and Section 608.438 of the Florida Limited Liability Company Act, ATI shall be merged with and into Servidian (the "Merger").

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III. SURVIVING ENTITY

Servidian shall be the surviving entity of the Merger, and ATI's name thereafter shall be "Servidian, LLC."

IV. TERMS AND CONDITIONS

Upon the effectiveness of the Merger, the separate existence of ATI shall cease, and Servidian shall, without any further action, possess all of the rights, privileges, powers, immunities, and franchises, of a public as well as of a private nature, of each of ATI and Servidian. All property, real, personal, and mixed, and all debts due on whatever account, including subscriptions for shares, and all other choses in action, and each and every other interest of or belonging to or due to each of the entities so merged shall be vested in Servidian, without further act or deed and without the necessity for any separate transfer. The title to any real estate, or any interest therein, vested in any of such entities shall not revert or be in any way impaired by reason of the Merger.

After the Merger, Servidian shall be responsible and liable for all of the duties, liabilities and obligations of each of the entities so merged. Any claim existing or action or proceeding pending by or against either of such entities may be prosecuted as if the Merger had not taken place, or Servidian may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of such entities shall be impaired by the Merger.

All corporate acts, plans, policies, approvals and authorizations of ATI, its shareholders, Board of Directors, committees elected or appointed by the Board of Directors, officers and agents, which were valid and effective immediately prior to the effectiveness of the Merger shall be assumed and taken for all purposes as the acts, plans, policies, approvals, and authorizations of Servidian, and shall be as effective and binding thereon as the same were with respect to ATI.

V. MANNER AND BASIS OF CONVERTING SHARES

Insofar as the shareholders of ATI are also the ultimate shareholders of Servidian and are shareholders in the same proportion with respect to each, the manner and basis of converting shares shall be as follows:

(a) ATI. Each issued and outstanding share of stock of ATI held by any person or entity shall be cancelled without any conversion or issuance of membership interest of Servidian with respect thereto.

(b) Servidian. The Merger shall have no effect on the membership interests of Servidian. Each member holding membership units of Servidian shall, by virtue of the Merger and without any action on the part of the holder, continue to hold the same

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number of membership units of Servidian, such membership units having the same designations, preferences, limitations, and rights as such membership units of Servidian immediately prior to the Merger.

VI. EFFECTIVE DATE AND ABANDONMENT OF MERGER

The Articles of Merger shall be filed and recorded in accordance with the Washington Business Corporation Act and the Articles of Merger shall be filed in accordance with the Florida Limited Liability Company Act. The Merger shall become effective when the last such filing has occurred. Notwithstanding any other provisions hereof, this Agreement and the Merger contemplated hereby may, at any time prior to the filing of the Articles of Merger by the Department of State of Florida, be terminated and abandoned pursuant to action taken by the managers of Servidian.

VII. MANAGERS OF SURVIVING ENTITY

Servidian is and will be managed by managers. The names and addresses of the managers are as follows:

<u>Name</u>	<u>Address</u>
M. Victoria Wallace	3307 N.W. 55 th Street Fort Lauderdale, Florida 33309
Donald R. Wallace	3307 N.W. 55 th Street Fort Lauderdale, Florida 33309

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TALLAHASSEE, FLORIDA

VIII. EFFECT OF MERGER

Upon the effectiveness of the Merger, Servidian shall appoint the Secretary of State of Washington as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of ATI, and Servidian shall promptly pay to the dissenting shareholders of ATI the amount, if any, to which they are entitled under chapter 23B.13 of the Revised Code of Washington.

IX. TAX ASPECTS OF PLAN

This Agreement has been designed to qualify as a reorganization pursuant to Section 368(a)(1) of the Internal Revenue Code of 1986, as amended (the "Code") and as such should not result in the recognition of gain or loss under the Code to either ATI or Servidian or their shareholders or members, respectively, and should preserve to the maximum extent permitted by law the carryover of tax attributes.

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IN WITNESS WHEREOF, the undersigned have signed this Agreement and Plan of Merger as of the day and year first above written.

ACCESS TECHNOLOGY INTEGRATION,
INC., a Washington corporation

By: Donald R. Wallace
Name: Donald R. Wallace
Title: Director and President

SERVIDIAN, LLC, a Florida limited liability
company

By: Donald R. Wallace
Name: Donald R. Wallace
Title: Manager

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
MERGING

ACCESS TECHNOLOGY INTEGRATION, INC., A WASHINGTON CORPORATION
WITH AND INTO
SERVIDIAN, LLC, A FLORIDA LIMITED LIABILITY COMPANY

Pursuant to Section 608.4382 of the Florida Limited Liability Company Act (the "Act"), SERVIDIAN, LLC, a Florida limited liability company ("Servidian") and ACCESS TECHNOLOGY INTEGRATION, INC., a Washington corporation ("ATI"), adopt the following Articles of Merger for the purpose of merging ATI with and into Servidian, the latter of which is to survive the merger (the "Merger").

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Servidian, LLC 3307 N.W. 55 th Street Fort Lauderdale, Florida 33309 Florida Registration: L02000004190	Florida	Limited Liability Company
2. Access Technology Integration, Inc. 14400 Bel-Red Road Suite 202 Bellevue, Washington 98007 Florida Registration: None Federal Tax I.D. No.: 91-1723003	Washington	Corporation

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TALLAHASSEE, FLORIDA

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SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Servidian, LLC 3307 N.W. 55 th Street Fort Lauderdale, Florida 33309	Florida	Limited Liability Company

THIRD: The Agreement and Plan of Merger (the "Plan of Merger") is attached hereto as Exhibit "A" and incorporated herein by reference. The Plan of Merger meets the requirements of Section 608.438 of the Florida Statutes, and was approved by the unanimous consent of the managers of Servidian in accordance with Chapter 608 of the Florida Statutes.

FOURTH: The Plan of Merger was duly approved by the shareholders and members of the Board of Directors of ATI pursuant to Section 23B.11.030 of the Revised Code of Washington.

FIFTH: The Merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the articles of organization of either of the merging entities.

SIXTH: The Merger shall become effective at the later of the time at which (i) a duly executed Articles of Merger, signed by Servidian and ATI is filed pursuant to Section 608.4382 of the Act or (ii) a duly executed Articles of Merger, signed by Servidian and ATI is filed pursuant to Chapter 23B of the Revised Code of Washington.

SEVENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

EIGHTH: Signatures for each party.

ACCESS TECHNOLOGY INTEGRATION,
INC., a Washington corporation

By: Donald R. Wallace

Name: Donald R. Wallace

Title: Director and President

SERVIDIAN, LLC, a Florida limited liability
company

By: Donald R. Wallace

Name: Donald R. Wallace

Title: Manager

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TALLAHASSEE, FLORIDA

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Exhibit "A"
Agreement and Plan of Merger

See attached.

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TALLAHASSEE, FLORIDA

**WRITTEN CONSENT IN LIEU OF SPECIAL MEETING OF THE
SHAREHOLDERS AND BOARD OF DIRECTORS OF
ACCESS TECHNOLOGY INTEGRATION, INC.**

The undersigned, constituting all of the shareholders and members of the Board of Directors of ACCESS TECHNOLOGY INTEGRATION, INC., a Washington corporation (the "Corporation"), waive all requirements of notice and consent to the adoption of the following resolutions without a meeting, pursuant to the Bylaws of the Corporation and Section 23B.07.060 of the Revised Code of Washington:

AGREEMENT AND PLAN OF MERGER

WHEREAS, the Board of Directors has determined that the best interests of the Corporation and its shareholders would be served by merging the Corporation with and into SERVIDIAN, LLC, a Florida limited liability company ("Servidian"), with Servidian being the surviving entity, pursuant to the Agreement and Plan of Merger in the form attached hereto as Exhibit "A" (the "Plan of Merger"); and

WHEREAS, the shareholders of the Corporation desire to authorize and approve the Plan of Merger;

NOW, THEREFORE, LET IT BE:

RESOLVED, that the Plan of Merger is hereby approved, authorized and adopted and the proper officers of the Corporation are authorized and directed to execute the Plan of Merger for, on behalf of and in the name of the Corporation; and

FURTHER RESOLVED, that the officers of the Corporation are authorized and directed to cause to be prepared, to execute and to file with the Secretary of State of Washington, the Articles of Merger substantially in the form presented to the Board of Directors, effectuating the approved Plan of Merger; and

FURTHER RESOLVED, that the officers of the Corporation are authorized and directed to cause to be prepared, to execute and to file with the Department of State of Florida, Articles of Merger substantially in the form presented to the Board of Directors, effectuating the approved Plan of Merger.

IMPLEMENTATION OF RESOLUTIONS

RESOLVED, that the officers of the Corporation are authorized and directed to take such further actions, execute and file such documents and

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CLERK OF SUPERIOR COURT

incur such expenses as they consider to be necessary or appropriate to effectuate the merger and the intent of the foregoing resolutions; and

FURTHER RESOLVED, that facsimile signatures to this Consent shall have the same effect as original signatures and that this Consent may be executed in any number of counterparts; and

FURTHER RESOLVED, that the executed copy of this Consent shall be placed with the minutes of the Corporation.

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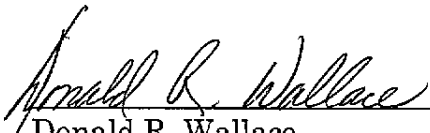
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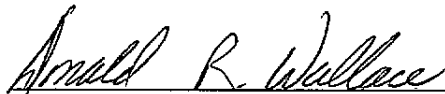
IN WITNESS WHEREOF, the undersigned, constituting all of the shareholders and members of the Board of Directors of the Corporation, have approved, adopted, authorized, confirmed, ratified, and consented to the foregoing resolutions this 26 day of June, 2002.

Shareholders:


Donald R. Wallace


M. Victoria Wallace

Board of Directors:


Donald R. Wallace


M. Victoria Wallace

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TALLAHASSEE, FLORIDA

Exhibit "A"

Agreement and Plan of Merger

See attached.

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