

L030000002726

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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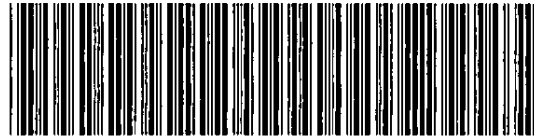
(Business Entity Name)

(Document Number)

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FILED  
09 JUN 30 PM 2:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2009 JUN 30 PM 1:41  
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B. KOHR

JUN 30 2009

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 053277 4301772

AUTHORIZATION :

COST LIMIT : \$ 90.00

*Spuddean*

[BDER DATE : June 30, 2009

ORDER TIME : 1:22 PM

ORDER NO. : 053277-005

CUSTOMER NO: 4301772

FILED  
09 JUN 30 PM 2:35  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

DEKA LASER TECHNOLOGIES, LLC

INTO

DEKA LASER TECHNOLOGIES,  
INC.

*Refiled  
June 30th*

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX \_\_\_\_\_ CERTIFIED COPY  
\_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds

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

**Certificate of Merger  
For  
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company in accordance with s. 608.4382, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form / Entity Type</u>
Deka Laser Technologies, LLC	Florida	limited liability company
Deka Laser Technologies, Inc.	Delaware	corporation

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form / Entity Type</u>
Deka Laser Technologies, Inc.	Delaware	corporation

**THIRD:** The attached plan of merger was approved by the limited liability company that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State: June 30, 2009.

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida; the survivor's principal office address in its home state, country or jurisdiction is as follows:

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09 JUN 30 PM 2:35  
TALLAHASSEE, FLORIDA

Deka Laser Technologies, Inc.  
2711 Centerville Road  
Suite 400  
Wilmington, DE 19808

**SEVENTH:** If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

**EIGHTH:** If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

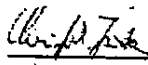
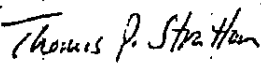
- a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street Address: c/o Pavia & Harcourt LLP  
600 Madison Avenue, 12<sup>th</sup> Floor  
New York, New York 10022

Mailing Address: c/o Pavia & Harcourt LLP  
600 Madison Avenue, 12<sup>th</sup> Floor  
New York, New York 10022

- b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

**NINTH:** Signature(s) for Each Party:

<u>Name of Entity / organization</u>	<u>Signature</u>	<u>Typed Name of Individual</u>
Deka Laser Technologies, LLC		CHRISTOPHER TURNER
Deka Laser Technologies, Inc.		THOMAS P. STRATTEN
Corporations:	Chairman, Vice Chairman, President or Officer	
Limited Liability Companies:	Signature of a member or authorized representative	

**Fees:** For each Limited Liability Company: \$25.00  
For each Corporation: \$35.00

## PLAN OF MERGER

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form / Entity Type</u>
Deka Laser Technologies, LLC	Florida	Limited liability company
Deka Laser Technologies, Inc.	Delaware	corporation

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form / Entity Type</u>
Deka Laser Technologies, Inc.	Delaware	corporation

**THIRD:** The terms and conditions of the merger are as follows:

The Certificate of Incorporation and Bylaws of the surviving party in existence before the merger, as well as the Directors and Officers in office as to such date shall continue to be the Certificate of Incorporation, Bylaws, Officers and Directors of said surviving party until amended or replaced pursuant to the provisions of the General Corporation Law of the State of Delaware.

### **FOURTH:**

A. 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, on whole or in part, onto cash or other property is as follows:

Each percentage point of membership interest of the non-surviving party shall, at the effective time of the merger, be converted into 4.78 shares of the surviving party, so that a total of four hundred and seventy eight (478) new shares shall be issued, rounded to the most approximate whole number.

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or other securities of the survivor, on whole or in part, onto cash or other property is as follows:

N/A

**FIFTH**: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

N/A

**SIXTH**: Other provisions, if any, relating to the merger are as follows:

N/A