

OCT 15 2004 4:17 PM
DIVISION OF CORPORATIONS

FILL WARD HENDERSON

NO. 324 Pa. 1/5f 1

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document

((H04000206852 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)205-0380

From:

Account Name : HILL, WARD & HENDERSON, P.A. II
Account Number : 072100000520
Phone : (813) 221-3900
Fax Number : (813) 221-2900

5083-1

MERGER OR SHARE EXCHANGE

CXO TECHNOLOGY LLC

Certificate of Status	1
Certified Copy	1
Page Count	84-5
Estimated Charge	\$105.00

RECEIVED
1209 OCT 15 P 1:36
SECRETARY OF DEFENSE
TALLAHASSEE, FLORIDA

Name	
Availability	
Document Examiner	Electronix
Date	DCC
E-mail	DCC
Phone Number	DCC
Fax Number	DCC
Website	https://file.sphb

<https://efile.sunbiz.org/scripts/efilecovr.exe>

10/15/2004

OCT. 15. 2004 4:18PM HILL WARD HENDERSON

NO. 3214 P. 2/5

ARTICLES OF MERGER

(((H04000206852 3)))

OF**CXO TECHNOLOGY INC.****INTO****CXO TECHNOLOGY LLC**

Pursuant to the provisions of Section 607.1108 of the Florida Business Corporation Act (the "FBCA") and Section 608.438 of the Florida Limited Liability Company Act (the "FLLCA"), CXO Technology Inc., a Florida corporation, and CXO Technology LLC, a Florida limited liability company, approve and submit the following Articles of Merger to effectuate a merger of CXO Technology Inc. into CXO Technology LLC (the "Merger"):

**ARTICLE I.
PLAN OF MERGER**

The Plan of Merger of CXO Technology Inc. into CXO Technology LLC is as follows:

1.1 Parties to the Merger. The name and jurisdiction of formation of each of the constituent corporations to the Merger are as follows:

Constituent Corporation	Jurisdiction of Formation	Document No.
CXO Technology Inc.	Florida	P03000120106
CXO Technology LLC	Florida	L04000071604

1.2 Surviving Entity. CXO Technology Inc. shall be merged into CXO Technology LLC, with CXO Technology LLC being the surviving entity (the "Surviving Entity").

1.3 Name and Address of Managers. The names and business addresses of the managers of the Surviving Entity are as follows:

Name of Manager	Business Address
Robert M. Aronson	13976 Lynmar Boulevard, Tampa, Florida 33626
Marc Blumenthal	13976 Lynmar Boulevard, Tampa, Florida 33626
Anthony DiBenedetto	600 N. Westshore Blvd, #800 Tampa, Florida 33609

(((H04000206852 3)))

2004 OCT 19 P 1:36
SECRETAR OF STATE
TALLAHASSEE, FLORIDA

FILED

OCT. 15. 2004 7:18PM FT 1 WAR) FENDERSON

NO. 32'4 P. 3/5

(((H04000206852 3)))

1.4 Effective Time. The Merger shall become effective upon the filing of the Articles of Merger with the Florida Department of State (the "Effective Time").

1.5 Effect of the Merger. At the Effective Time:

- (a) The separate corporate existence of CXO Technology Inc. shall cease and the corporate existence of CXO Technology LLC shall continue as the Surviving Entity.
- (b) The title to all real estate and other property, or any interest therein, owned by CXO Technology LLC or CXO Technology Inc. will be vested in the Surviving Entity without reversion or impairment.
- (c) The Surviving Entity shall be responsible and liable for all the liabilities and obligations of each of CXO Technology LLC and CXO Technology Inc.
- (d) Any claim existing or action or proceeding pending by or against CXO Technology LLC may be continued as if the Merger did not occur.
- (e) The Surviving Entity may be substituted in any claim existing or action or proceeding pending by or against CXO Technology Inc.
- (f) Neither the rights of creditors nor any liens upon the property of CXO Technology LLC or CXO Technology Inc. shall be impaired by the Merger.
- (g) The Articles of Organization and Operating Agreement of CXO Technology LLC immediately prior to the effectiveness of the Merger shall be the Articles of Organization and Operating Agreement of the Surviving Entity after the Merger.
- (h) The equity interests (and the rights to acquire equity interests, obligations, or other securities) of each entity party to the merger that are to be converted into equity interests, rights, obligations, or other securities of the Surviving Entity or any other entity or into cash or other property are converted, and the former holders of such equity interests are entitled only to the rights provided in Section 1.6 of the Articles of Merger or to their rights under Section 607.1302 of the FBCA.

1.6 Conversion of Shares. Upon the effectiveness of the Merger, the outstanding equity interests of CXO Technology Inc. and CXO Technology LLC shall be converted as follows:

- (a) The aggregate shares of common stock, par value \$0.00 per share ("CXO Stock"), of CXO Technology Inc. issued and outstanding immediately prior to the effectiveness of the Merger shall be canceled automatically and converted into and exchanged for an aggregate 42 validly issued, fully paid and nonassessable units of the

(((H04000206852 3)))

OCT. 15. 2004 4.19PM HILL WARD HENDERSON

NO. 3214 P. 4/5

(((H04000206852 3)))

Surviving Entity. From and after the effectiveness of the Merger, each certificate previously evidencing ownership of CXO Stock shall thereafter evidence ownership of such units.

(b) Each unit of CXO Technology LLC outstanding immediately prior to the effectiveness of the Merger shall remain outstanding and shall be unaffected by the merger.

1.7 Payment to Dissenting Members. The Surviving Entity will promptly pay to the dissenting members, if any, of each limited liability company that is a party to the merger the amount, if any, to which such dissenting members are entitled under Section 608.4384 of the FLLCA.

ARTICLE II. EFFECTIVE DATE OF THE MERGER

The effective date of the Merger shall be the date these Articles of Merger are filed with the Florida Department of State.

ARTICLE III. SHAREHOLDER AND MEMBER APPROVAL

In accordance with the provisions of Section 607.1103 of the FBCA, the Plan of Merger was unanimously approved as of October 15, 2004 by the sole shareholder of CXO Technology Inc.

In accordance with the provisions of Section 608.4381 of the FLLCA, the Plan of Merger was unanimously approved as of October 15, 2004 by the members of CXO Technology LLC.

[Signature page follows]

(((H04000206852 3)))

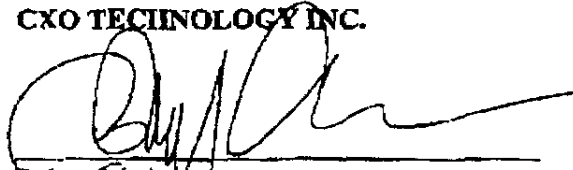
OCT. 15. 2004 4:19PM HILL WARD HENDERSON

NO. 3214 P. 5/5

(((H04000206852 3)))

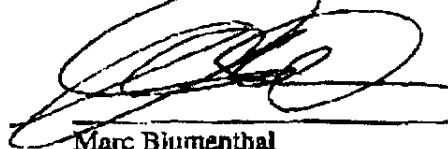
IN WITNESS WHEREOF, these Articles of Merger have been executed as of October 15, 2004 in accordance with the requirements of the FBCA and the FLLCA by the parties.

CXO TECHNOLOGY INC.



Robert M. Aronson
President

CXO TECHNOLOGY LLC



Marc Blumenthal
Manager

(((H04000206852 3)))

FILED
2004 OCT 15 P 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA