

Division of Corporations

# L13760

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## MERGER OR SHARE EXCHANGE

### SUMMATION RESEARCH, INC.

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**ARTICLES OF MERGER  
OF  
SRI PMD, INC.  
INTO  
SUMMATION RESEARCH, INC.**

**ARTICLES OF MERGER** between SRI PMD, INC., a Florida corporation, and SUMMATION RESEARCH, INC., a Florida corporation.

Pursuant to §607.1105 of the Florida Business Corporation Act (the "Act"), Summation Research, Inc. and SRI PMD, Inc., adopt the following Articles of Merger.

**ARTICLE I**

The Agreement and Plan of Merger dated August ~~26~~<sup>25</sup> 2009, (the "Plan of Merger") between SRI PMD, Inc. and Summation Research, Inc., was approved and adopted by the shareholders of SRI PMD, Inc., on August ~~26~~<sup>25</sup> 2009, and was approved and adopted by the shareholders of Summation Research, Inc., on August ~~26~~<sup>25</sup> 2009.

**ARTICLE II**

Pursuant to the Plan of Merger, all issued and outstanding shares of SRI PMD, Inc. stock will be acquired by means of a merger of SRI PMD, Inc. into Summation Research, Inc., the surviving corporation (the "Merger").

**ARTICLE III**

The Plan of Merger is attached hereto as Exhibit "A" and incorporated herein by reference as if fully set forth.

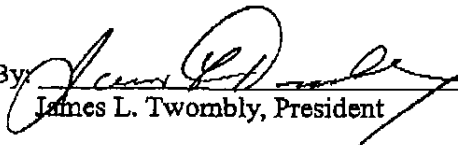
**ARTICLE IV**

Pursuant to §607.1105(1)(b) of the Act, the effective date of the Merger shall be the date of filing of these Articles of Merger.

**IN WITNESS WHEREOF**, the parties have set their hands this ~~26~~<sup>25</sup> day of August, 2009.

SUMMATION RESEARCH, INC.

SRI PMD, INC.

By:   
James L. Twombly, President

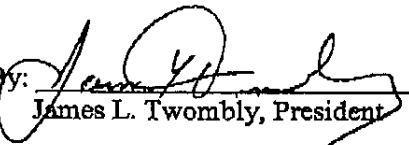
By:   
James L. Twombly, President

EXHIBIT "A"  
AGREEMENT AND PLAN OF MERGER  
OF  
SRI PMD, INC.  
INTO  
SUMMATION RESEARCH, INC.

**THIS AGREEMENT AND PLAN OF MERGER** is made this 30<sup>th</sup> day of August, 2009, by and between SUMMATION RESEARCH, INC., a Florida corporation, (the "Surviving Corporation") and SRI PMD, INC., a Florida corporation, (the "Disappearing Corporation") (collectively the "Constituent Corporations").

**WITNESSETH:**

**WHEREAS**, the Board of Directors of the Disappearing Corporation has determined that it is advisable that the Disappearing Corporation be merged into the Surviving Corporation (the "Merger") upon the terms, and subject to the conditions set forth in this Plan of Merger (the "Plan");

**WHEREAS**, the Board of Directors of the Surviving Corporation has determined that it is advisable that the Disappearing Corporation be merged into the Surviving Corporation, on the terms and conditions herein set forth; and

**WHEREAS**, this Merger is being effected pursuant to this Plan and in accordance with Section 607.1101, et seq. of the Florida Business Corporation Act (the "Act").

**NOW, THEREFORE**, in consideration of the promises and of the mutual agreements, covenants, and provisions contained herein, the parties hereto agree as follows:

1. **Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation, in effect immediately prior to the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corporation from and after the Effective Date until further amended as permitted by law.

2. **Distribution to Shareholders of the Constituent Corporations.** Upon the Effective Date, each share of the Disappearing Corporation's common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for one-tenth (1/10) of a share of the Surviving Corporation in accordance with this Plan. Each share of the Surviving Corporation's stock that is issued and outstanding on the Effective Date shall continue as an outstanding share of the Surviving Corporation's stock.

3. **Satisfaction of Rights of the Disappearing Corporation Shareholders.** All shares of the Surviving Corporation's stock into which shares of the Disappearing Corporation's stock shall have been converted and become exchangeable for pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. **Effect of Merger.** On the Effective Date, the separate existence of the Disappearing Corporation shall cease, and the Surviving Corporation shall be fully vested in the Disappearing Corporation's rights, privileges, immunities, powers and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 of the Act.

5. **Supplemental Action.** If at any time after the Effective Date the Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of the Surviving Corporation or the Disappearing Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of the Surviving Corporation, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in the Surviving Corporation, or to otherwise carry out the provisions of this Plan.


6. **Filing with the Florida Department of State and Effective Date.** Upon execution of this Plan, the Disappearing Corporation and the Surviving Corporation shall cause their respective Presidents to execute Articles of Merger in the form attached hereto and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by the Surviving Corporation to the Florida Department of State. In accordance with §607.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be the date of filing of the Articles of Merger.

7. **Amendment and Waiver.** Any of the terms or conditions of this Plan may be waived at any time by one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time prior to the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.


8. **Termination.** At any time before the Effective Date this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of the Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

IN WITNESS WHEREOF, the parties have set their hands this 26<sup>th</sup> day of August, 2009.

SUMMATION RESEARCH, INC.

By:   
James L. Twombly, President

SRI PMD, INC.

By:   
James L. Twombly, President

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