

L18780

STEEL HECTOR & DAVIS LLP

Requestor's Name

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Address

TALLAHASSEE

City/State/Zip

222-2300

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CONTACT: ELIZABETH

FILED

Dec 31 1998 12:00 am

Secretary of State

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. OMEGA SYSTEMS, INC. L18780  
(Corporation Name) (Document #)
2. GEE WIZ, INC. H31878  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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merger  
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12/31/98

Examiner's Initials

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

GEE WIZ, INC., a FL corp., H31878

INTO

**OMEGA SYSTEMS, INC.**, a Florida corporation, L18780

File date: December 31, 1998

Corporate Specialist: Susan Payne

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**ARTICLES OF MERGER**

**OF**

**OMEGA SYSTEMS, INC.  
(Florida corporation)**

**AND**

**GEE WIZ, INC.  
(Florida corporation)**

The undersigned corporations hereby submit these Articles of Merger pursuant to Sections 607.1101 and 607.1105, Florida Statutes, and certify that:

1. Gee Wiz, Inc., a Florida corporation ("GW") shall be merged with and into Omega Systems, Inc. ("Omega"), a Florida corporation (GW and Omega, sometimes referred to herein as the "Constituent Corporations"), and Omega shall be the surviving corporation (the "Surviving Corporation").

2. The Plan of Merger (as hereinafter defined) pursuant to which GW shall be merged with and into the Surviving Corporation (the "Merger") was adopted pursuant to Section 607.0821, Florida Statutes, by the Board of Directors of GW, by written consent dated December 31, 1998 in lieu of a meeting and by the Board of Directors of Omega, by written consent dated December 31, 1998 in lieu of a meeting. The Plan of Merger was adopted pursuant to Section 607.0704, Florida Statutes, by the sole shareholder of GW by written consent dated December 31, 1998 in lieu of a meeting and the shareholders of Omega by written consent dated December 31, 1998 in lieu of a meeting. The number of votes cast by the respective shareholders was sufficient for approval.

3. The Merger shall become effective at 11:59 P.M. on December 31, 1998 (the "Effective Time").

4. The Merger shall be carried out in accordance with the plan of merger attached hereto as Exhibit A and incorporated by reference herein ("Plan of Merger").


IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of each of GW and Omega by their authorized officers as of December 31, 1998.

Gee Wiz, Inc.

By: 

Name: Bruce Kusen  
Its: President of Gee Wiz, Inc.

Omega Systems, Inc.

By: 

Name: Bruce Kusen  
Its: Vice President Omega Systems, Inc.

## **EXHIBIT A**

### **PLAN OF MERGER**

PLAN OF MERGER adopted by Omega Systems, Inc., a Florida corporation ("Omega") and Gee Wiz, Inc., a Florida corporation ("GW").

#### **SECTION 1. The Parties.**

(a) GW shall be merged with and into Omega (GW and Omega, sometimes referred to herein as the "Constituent Corporations"), and Omega shall be the surviving corporation (the "Surviving Corporation").

(b) GW represents and warrants that it is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida, that it has all requisite corporate power and authority to enter into this Plan of Merger and that its authorized capital stock consists of 1000 shares of common stock, par value \$ 1.00 per share, of which 100 shares are issued and outstanding as of the Effective Time (as hereinafter defined) and are owned by Bruce Kusens ("GW Common Stock").

(c) Omega represents and warrants that it is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida, that it has all requisite corporate power and authority to enter into this Plan of Merger and that its authorized capital stock consists of 7500 shares of common stock, par value \$1.00 per share ("Omega Common Stock"), 1316 of which are issued and outstanding immediately prior to the Effective Time.

#### **SECTION 2. Terms and Conditions of Merger.**

(a) The Merger (as hereinafter defined) shall become effective at 11:59 P.M. on December 31, 1998 (the "Effective Time").

(b) As of the Effective Time, GW will be merged with and into Omega which will be the Surviving Corporation and which will continue to exist under its present name pursuant to the provisions of the Florida Business Corporations Act (the "Merger"). The separate corporate existence of GW shall cease in accordance with the provisions of the Florida Business Corporations Act.

(c) From and after the Effective Time, Omega shall possess all the rights, privileges, power, immunities and franchises, of a public as well as a private nature of GW, and all property, real, personal, and mixed, and all debts due on whatever account, all other choses in action, and all and every interest of or belonging to or due GW shall be taken and deemed to be transferred to and vested in Omega without further act or deed; the title to all real estate or other

property, or any interest therein, vested by deed or otherwise in GW shall not revert or be in any way impaired by reason of the Merger; Omega shall henceforth be responsible and liable for all the liabilities, debts and duties of GW, which liabilities, debts and duties may be enforced against Omega to the same extent as if such liabilities, debts and duties had been incurred or contracted by it, and any claim existing or action or proceeding pending by or against GW and Omega may be continued as if the Merger had not taken place, or Omega may be substituted in the proceeding for GW, as the case may be; and, neither the rights of creditors nor any liens upon the property of GW or Omega shall be impaired by the Merger.

(d) From and after the Effective Time, the Articles of Incorporation of Omega, as in effect immediately prior to the Effective Time, shall remain and be the Articles of Incorporation of the Surviving Corporation; provided, however, that

(i) Article IV of the Article of Incorporation of Omega is hereby amended in full to read as follows as of the Effective Time:

“Article IV

The authorized capital stock of this Corporation shall consist of the following classes:

(a) Class A Common Stock. The Corporation is authorized to issue 750,000 shares of Class A Common Stock, \$.01 par value. Except as otherwise provided by the Florida Business Corporation Act, each outstanding share of Class A Common Stock is entitled to one vote on each matter submitted to a vote at a meeting of shareholders. Each share of Common Stock of the Corporation issued and outstanding immediately prior to the Effective Time of the Articles of Merger shall be converted into and exchanged for 100 shares of Class A Common Stock at the Effective Time of the Articles of Merger.

(b) Class B Common Stock. The Corporation is authorized to issue 250,000 shares of Class B Common Stock, \$.01 par value. Except as otherwise provided by the Florida Business Corporation Act, outstanding shares of Class B Common Stock shall have no voting rights. Each share of Class B Common Stock may be converted by the Corporation into one share of Class A Common Stock at any time by at least a two-thirds vote of the members of the Board of Directors of the Corporation.

(c) Rights and Preferences. Except with respect to voting, shares of Class A Common Stock and Class B Common Stock shall have the same rights and preferences.”

(ii) Article V of the Article of Incorporation of Omega is hereby deleted in its entirety as of the Effective Time:

and said Articles of Incorporation as herein amended shall continue in full force and effect until further amended in accordance with the laws of the State of Florida.

(e) From and after the Effective Time, the Bylaws of Omega, as in effect immediately prior to the Effective Time, shall remain and be the Bylaws of the Surviving Corporation.

(f) From and after the Effective Time, the directors and officers of Omega shall be the members of the Board of Directors of the Surviving Corporation and the officers of the Surviving Corporation, respectively, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

(g) From and after the Effective Time, the holders of all classes of stock of Omega and GW shall be entitled only to the rights provided for in this Plan of Merger.

### SECTION 3. Merger and Basis of Converting Shares.

(a) At the Effective Time, by virtue of the Merger and without further action by or on behalf of the holder thereof, all shares of GW Common Stock issued and outstanding immediately prior to the Effective Time shall be converted into and shall represent the right to receive and shall be exchangeable for 25,000 shares of common stock of the Surviving Corporation.

(b) All such shares of GW Common Stock so converted shall no longer be outstanding and shall automatically be cancelled and retired and shall cease to exist, and each certificate previously representing any such shares shall thereafter represent the right to receive the aggregate per share consideration into which such GW Common Stock was converted in the Merger.

(c) Each issued and outstanding share of Omega Common Stock issued and outstanding immediately prior to the Effective Time shall continue to be issued and be converted into 100 shares of Class A Common Stock of the Surviving Corporation as of the Effective Time in accordance with the amendment to the Articles of Incorporation of Omega provided for herein.

### SECTION 4. Other Provisions.

(a) Authorization. The Boards of Directors and the proper officers of the Constituent Corporations are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or to put into effect any of the provisions of this Plan of Merger or of the Merger herein provided for.

(b) Amendment. This Plan of Merger may be amended by the Boards of Directors of the Constituent Corporations at any time prior to the filing of the Articles of Merger with the State of Florida.

(c) Termination. At any time prior to the filing of the Articles of Merger with the State of Florida, whether before or after approval of this Plan of Merger by the stockholders of the Constituent Corporations, the Plan of Merger may be terminated by mutual consent of the Boards of Directors of the Constituent Corporations.