

Document Number Only

L34656

CT Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City

State

Zip

Phone

600003036186--3

-11/05/99-01050-004

*****70.00 *****70.00

CORPORATION(S) NAME

WAB Acquisition Corp

Merging INTO:

Wal-Mart Corporation

Merger

☐ Profit

☐ NonProfit

☐ Amendment

☒ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ LLC

☐ Limited Partnership

☐ Annual Report

☐ Other UCC Filing

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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

WAB ACQUISITION CORP., a Florida corporation P99000094678

,

INTO

WALKABOUT COMPUTERS, INC., a Florida entity, L34656.

File date: November 5, 1999

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER

99 NOV -5 PM 4:20
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger of WAB Acquisition Corp. into WalkAbout Computers, Inc. are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
WalkAbout Computers, Inc.	Florida

Second: The name and jurisdiction of the disappearing corporation is:

<u>Name</u>	<u>Jurisdiction</u>
WAB Acquisition Corp.	Florida

Third: The plan of merger is attached.


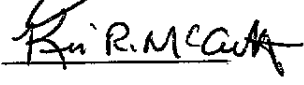
Fourth: The merger shall become effective on the date these articles of merger are filed with the Florida Department of State.

Fifth: The plan of merger was adopted by the board of directors and shareholders of the surviving corporation on November 3, 1999.

Sixth: The plan of merger was adopted by the board of directors and shareholders of the disappearing corporation on November 3, 1999.

Seventh: The amended and restated articles of the surviving corporation are attached as Exhibit A hereto.

Eighth: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Name of Individual and Title</u>
WalkAbout Computers, Inc.		William B. Hart, President
WAB Acquisition Corp.		Kevin McCarthy, President

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1101, F.S.

First: The name and jurisdiction of the **surviving** corporation is:

<u>Name</u>	<u>Jurisdiction</u>
WalkAbout Computers, Inc.	Florida

Second: The name and jurisdiction of the **disappearing** corporation is:

<u>Name</u>	<u>Jurisdiction</u>
WAB Acquisition Corp.	Florida

Third: Other provisions relating to the merger are as follows:

Attached as Exhibit A hereto are the amended and restated articles of the surviving corporation.

Fourth: The manner and basis of converting the shares of the disappearing corporation into shares of the surviving corporation are as follows:

Upon the effective date of the articles of merger each share of common stock of the disappearing corporation will automatically be converted into one share of common stock of the surviving corporation and each share of preferred stock of the disappearing corporation will automatically be converted into one share of preferred stock of the surviving corporation. Upon the effective date of the articles of merger each share of common stock of the surviving corporation will automatically be cancelled.

EXHIBIT A
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
WALKABOUT COMPUTERS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

FIRST: The name of the corporation is WalkAbout Computers, Inc. (the "Corporation").

SECOND: The street address of the principal office and the mailing address of the Corporation is:

WalkAbout Computers, Inc.
c/o Scorpion Holdings, Inc.
505 Fifth Avenue
New York, New York 10022

THIRD: The Corporation is authorized to issue two classes of stock, to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares the Corporation is authorized to issue is six thousand one hundred ninety (6,190) shares, of which one thousand two hundred (1,200) shall be Common Stock, par value of five cents (\$0.05) per share, and four thousand nine hundred ninety (4,990) shall be Preferred Stock, par value of five cents (\$0.05) per share.

FOURTH: The street address of the registered office of the Corporation is:

CT Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

FIFTH: The name and address of the incorporator is:

Kevin McCarthy
c/o Scorpion Holdings, Inc.
505 Fifth Avenue
New York, New York 10022

SIXTH: The name and address of the initial director is:

Kevin McCarthy
c/o Scorpion Holdings, Inc.
505 Fifth Avenue
New York, New York 10022

SEVENTH: The rights, preferences, privileges and restrictions granted to and imposed on the Preferred Stock are as follows:

1. Rank. The Preferred Stock shall, with respect to rights on redemption and rights on liquidation, winding up and dissolution, rank prior to all classes of Common Stock of the Corporation and to each other class of capital stock or series of preferred stock of the Corporation hereafter created which does not expressly provide that it ranks senior to or on a parity with the Preferred Stock. All of such equity securities of the Corporation to which the Preferred Stock ranks prior are collectively referred to herein as the "Junior Stock." The Preferred Stock shall, with respect to rights on redemption and rights on liquidation, winding up and dissolution, rank on a parity with any class of capital stock or series of preferred stock of the Corporation hereafter created which expressly provides that it ranks on a parity with the Preferred Stock. All of such equity securities of the Corporation with which the Preferred Stock ranks on a parity are collectively referred to herein as the "Parity Stock." The Preferred Stock shall, with respect to rights on redemption and rights on liquidation, winding up and dissolution, rank junior to each class of capital stock or series of preferred stock of the Corporation hereafter created which expressly provides that it ranks senior to the Preferred Stock. All of such equity securities of the Corporation to which the Preferred Stock ranks junior are collectively referred to herein as the "Senior Stock."

2. Liquidation Preference. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, the holders of shares of Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its shareholders an amount equal to one thousand dollars (\$1,000.00) for each share of Preferred Stock outstanding (such amount, as it may be adjusted from time to time to give effect to any stock splits or combinations, recapitalizations or other similar events, the "Liquidation Value") before any payment shall be made or any assets distributed to the holders of any of the Junior Stock. Except as provided in the preceding sentence, holders of Preferred Stock shall not be entitled to any distribution in the event of liquidation, dissolution or winding up of the affairs of the Corporation. If the assets of the Corporation are not sufficient to pay in full the liquidation payments payable to the holders of outstanding shares of Preferred Stock and any shares of Parity Stock, then the holders of all such shares shall share ratably in accordance with the respective amounts to which the holders of outstanding shares of Preferred Stock and any Parity Stock would be entitled if all amounts payable thereon were paid in full.

The liquidation payment with respect to each outstanding fractional share of Preferred Stock (if any) shall be equal to a ratably proportionate amount of the liquidation payment with respect to each outstanding share of Preferred Stock.

3. Redemption. After the third anniversary of the Issue Date, the Preferred Stock shall be redeemable, at the option of the Corporation, in whole but not in part, at any time, at a per share redemption price equal to the Liquidation Value thereof.

In the event the Corporation shall redeem shares of Preferred Stock, the following procedures shall apply:

(a) Notice of redemption shall be given by first class mail, postage prepaid, mailed not less than thirty (30) days nor more than sixty (60) days prior to the date on which shares of the Preferred Stock are to be redeemed (any such date, a "redemption date"), to all holders of record of the shares to be redeemed at such holder's address as the same appears on the stock register of the Corporation. Each such notice shall state: (i) the redemption date; (ii) the redemption price; and (iii) the place or places where certificates for such shares are to be surrendered for payment of the redemption price.

(b) Notice having been mailed as aforesaid, from and after the redemption date (unless default shall be made by the Corporation in providing money for the payment of the redemption price of the shares called for redemption) said shares shall no longer be deemed to be outstanding and shall have the status of authorized but unissued shares of Preferred Stock, and shall not be reissued as shares of Preferred Stock, and all rights of the holders thereof as shareholders of the Corporation (except the right to receive from the Corporation the redemption price) shall cease. Upon surrender in accordance with said notice of the certificates for any shares so redeemed (properly endorsed or assigned for transfer, if the Board of Directors of the Corporation shall so require and the notice shall so state), such shares shall be redeemed by the Corporation at the redemption price aforesaid.

4. Voting Rights.

(a) Except as otherwise required by law, holders of shares of Common Stock shall be entitled to one vote for each share of such stock held on all matters as to which shareholders may be entitled to vote pursuant to the laws of the State of Florida. Holders of Preferred Stock shall not have any voting rights, except that the holders of Preferred Stock shall have the right to vote to the extent required under the laws of the State of Florida.

(b) So long as any shares of Preferred Stock are outstanding, the Corporation will not, without the affirmative vote or consent of the holders of a majority of the issued and outstanding Preferred Stock voting as a separate class, (i) create any Senior Stock or Parity Stock or (ii) amend, alter or repeal the Corporation's Articles of Incorporation to adversely affect the voting powers, rights or preferences of the Preferred Stock.

The undersigned incorporator has executed these Articles of Incorporation this 3 day of November, 1999.

William B. Hart,
President

11/3/99
Date

CT Corporation System is familiar with and accepts the obligations provided for in Section 607.0505 of the Florida Statutes.

CT Corporation System

By:

Connie Bryan
Signature

November 5, 1999
Date

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY
Printed Name

NA993000.126/7+