

L66360

SMOOT ADAMS EDWARDS & GREEN, P.A.
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MAILING ADDRESS
P.O. Box 60256
FORT MYERS, FLORIDA
33906-0256

March 10, 1998

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Articles and Plan of Merger

200002453922--1
-03/11/98--01077--001
*****35.00 *****35.00

Dear Sir/Madam:

CORAPMER

Enclosed is an original and one copy of the Articles and Plan of Merger of DM Systems, Inc., a Florida Corporation and SW Systems, Inc., a Connecticut Corporation along with a check for \$35.00 to cover the cost of filing. Please file the Articles and Plan of Merger and date stamp the copy to be returned to our offices in the envelope enclosed.

Thank you for your attention to this matter.

Very truly yours,

Robert S. Forman

Robert S. Forman
For the Firm

200002453922--1
-03/27/98--01016--027
*****35.00 *****35.00

RSF/cdz

Enclosures

cc: David W. Webber (w/o encl.)

FILED
MAR 23 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(7)

Adm. Sec.
KRC
3/24

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

SW SYSTEMS, INC., a Connecticut corporation, not qualified in Florida

INTO

DM SYSTEMS, INC., a Florida corporation, L66360.

File date: March 23, 1998

Corporate Specialist: Karen Gibson



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 13, 1998

ROBERT S. FORMAN, ATTY.
SMOOT ADAMS EDWARDS & GREEN, P. A.
PO BOX 60259
FORT MYERS, FL 33906-6259

SUBJECT: DM SYSTEMS, INC.
Ref. Number: L66360

We have received your document for DM SYSTEMS, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$35.00. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger. Please add an additional \$52.50 for each certified copy requested.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 798A00013745

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MAR 19 AM 8:01
DIVISION OF CORPORATIONS

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P. O. Box 60259
FORT MYERS, FLORIDA
33906-6259

March 18, 1998

VIA CERTIFIED MAIL #Z170770098
RETURN RECEIPT REQUESTED

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles and Plan of Merger of DM Systems, Inc. and SW Systems, Inc.

Dear Sir/Madam:

As requested in your letter dated March 13, 1998 (copy attached), please find enclosed the Articles and Plan of Merger for filing regarding the above-referenced corporations along with a check in the amount of \$35.00 to cover the remaining filing fee.

Once the filing has been completed, please return a date stamped of the Articles to our offices in the enclosed self-addressed stamped envelope.

Thank you for your assistance in this matter.

Very truly yours,

Carmen D. Zollman
Carmen D. Zollman
Legal Assistant

/cdz

Enclosures

ARTICLES AND PLAN OF MERGER
OF
DM SYSTEMS, INC., A FLORIDA CORPORATION
AND

SW SYSTEMS, INC., A CONNECTICUT CORPORATION

The undersigned corporations, pursuant to the authority of the Florida Business Corporation Act, hereby adopt the following Articles and Plan of Merger:

ARTICLE 1

The parties to these Articles and Plan of Merger are SW Systems, Inc., a Connecticut corporation (hereinafter referred to as the "absorbed corporation"), and DM Systems, Inc., a Florida corporation (hereinafter referred to as the "surviving corporation").

ARTICLE 2

The absorbed corporation shall merge with and into the surviving corporation, and the surviving corporation shall retain its current name.

ARTICLE 3

These Articles and Plan of Merger were duly adopted and approved by the board of directors and shareholders of the absorbed corporation and surviving corporation, respectively, in each case by a special meeting of all directors and all shareholders of each respective corporation, on 12/29/97, 1997, by a vote of the shareholders and directors of the absorbed corporation and surviving corporation as required by the laws of the state of incorporation of the absorbed corporation and the surviving corporation, respectively.

ARTICLE 4

The Plan of Merger is as follows:

4.1 On the effective date of the Merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal and mixed, of the absorbed corporation without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the Merger.

4.2 The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation are as follows:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4.2.1 Each share of the common stock of the absorbed corporation issued and outstanding on the effective date of the Merger shall be converted into one (1) share of common stock of the surviving corporation, which shares of common stock of the surviving corporation shall thereupon be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the Merger.

4.2.2 The conversion shall be effected as follows: After the effective date of the Merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefor certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of such fractional share interest, and the agent shall sell such whole shares and pay over the proceeds to the stockholders entitled thereto in proportion to their fractional share interests.

4.2.3 Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such stockholders. Thereafter, each such stockholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder which may have been declared and paid between the effective date of the Merger and the issuance to such stockholder of the certificate for his shares in the surviving corporation.

4.3 The Articles of Incorporation of the surviving corporation, as in effect on the effective date of the Merger, shall continue in full force and effect and shall not be changed or amended by the Merger.

4.4 The surviving corporation reserves the right and power, after the effective date of the Merger, to alter, amend, change, or repeal any of the provisions contained in its Articles of Incorporation in the manner now or hereinafter prescribed by statute, and rights conferred on officers, directors, or stock holders herein are subject to this reservation.

4.5 The bylaws of the surviving corporation, as such bylaws exist on the effective date of the Merger, shall remain and be the bylaws of the surviving corporation, until altered, amended, or repealed, or until new bylaws shall be adopted in accordance with the provisions thereof, the Articles of Incorporation, or in the manner permitted by the applicable provisions of law.

4.6 The officers and directors of the surviving corporation immediately prior to the effective date of the Merger shall continue to serve as officers and directors of the surviving corporation after the effective date of the Merger and until their successors have been elected or appointed and qualified.

4.7 Neither of the constituent corporations shall, prior to the effective date of the Merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporation may take all action necessary or appropriate under the law of the State of Florida and the State of Connecticut to consummate this Merger.

4.8 The surviving corporation and the absorbed corporation adopt these Articles and Plan of Merger as a Plan of Reorganization and agree to effect this Merger in accordance with the applicable laws of the State of Florida and the State of Connecticut and the provisions of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

4.9 The effective date of the Merger shall be the date when these Articles and Plan of Merger are filed with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned have caused their respective corporate names to be signed hereby by their respective presidents and secretaries, thereunto duly authorized by the respective boards of directors and shareholders of each corporation, on the 29th day of DECEMBER, 1997.

DM Systems, Inc., a Florida Corporation

By: 

David W. Webber, President

Attest: 

Mary Webber, Secretary
(Corporate Seal)

SW Systems, Inc., a Connecticut Corporation

By: 

David W. Webber, President

Attest: 

Mary Webber, Secretary
(Corporate Seal)