

L 69168



LAW OFFICES OF

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JAMES L. CAPEL, JR. (1933-1991)

December 22, 1998

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

700002723577--2
-12/28/98-01100--003
****113.75 *****78.75

Re: Guest House Charters, Inc. and Valenti Associates, Inc.

Dear Sir or Madam:

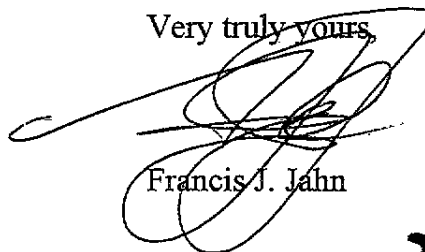
Enclosed herewith please find the Articles of Merger executed by Lopax, Inc. in connection with the merger of Valenti Associates, Inc. and Guest House Charters, Inc., both Florida corporations into Lopax, Inc.

Please show the Articles on file at your very earliest convenience. I am also enclosing a duplicate original of the Articles. Please certify this duplicate original and return the certified copy to me.

Enclosed herewith, please find our firm check in the amount of \$113.75 in payment of the filing fee for the Articles and payment of the certified copy.

Thank you for your cooperation and assistance.

Very truly yours,


Francis J. Jahn

FJJ:maw
Enclosures

merger
TLI JAN - 18 1999

OFJNLETTERS\LOPAX\MW1499.WPD

BURNHAM ATHENAEUM BUILDING

306 WEST CHURCH STREET

P.O. BOX 6750

CHAMPAIGN, ILLINOIS 61826-6750

ARTICLES OF MERGER
Merger Sheet

MERGING:

VALENTI ASSOCIATES, INC., a Florida corporation, L69168
GUEST HOUSE CHARTERS, INC., a Florida corporation, P96000009450

INTO

LOPAX, INC., a Delaware corporation not qualified in Florida

File date: December 28, 1998

Corporate Specialist: Thelma Lewis

(Profit Corporations)

The following articles of merger 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:

Name _____

Lopax, Inc.

Second: The name and jurisdiction of each merging corporation is:

Name _____

Valenti Associates, Inc.

Guest House Charters, Inc.

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR 12 / 28 / 98 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 12/10/98.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 12/10/98.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER is made and entered into as of the 10th day of December, 1998, pursuant to Section 252 of the General Corporation Law of the State of Delaware and Section 607.1107 of the Florida Business Corporation Act, between LOPAX, INC., a Delaware corporation ("LOPAX"), VALENTI ASSOCIATES, INC., a Florida corporation ("ASSOCIATES") and GUEST HOUSE CHARTERS, INC., a Florida corporation ("GUEST HOUSE") (together, the "Corporations").

W I T N E S S E T H :

WHEREAS, all of the constituent corporations desire to merge into a single corporation, as hereinafter specified; and

WHEREAS, LOPAX (formerly "HTC Heathco, Inc."), by its Certificate of Incorporation which was filed in the Office of the Secretary of State of the State of Delaware on October 18, 1974, has an authorized capital stock consisting of ten thousand (10,000) shares of no par value common stock, of which one thousand three hundred twenty-five (1,325) shares of no par value common stock are issued and outstanding; and

WHEREAS, ASSOCIATES, by its Certificate of Incorporation which was filed in the Office of the Secretary of State of the State of Florida on April 27, 1990 (Florida Corporation No. L69168), has an authorized capital stock consisting of one thousand (1,000) shares of no par value common stock, of which two hundred fifty-two (252) shares of no par value common stock are issued and outstanding; and

WHEREAS, GUEST HOUSE, by its Certificate of Incorporation which was filed in the Office of the Secretary of State of the State of Florida on January 29, 1996 (Florida Corporation No. P96000009450), has an authorized capital stock consisting of ten thousand (10,000) share of one cent par value common stock, of which one thousand (1,000) shares of one cent par value common stock are issued and outstanding; and

WHEREAS, each of the constituent corporations believes it to be in its best interest to simplify its bookkeeping and accounting systems and to reduce overhead and management costs; and

WHEREAS, the conflict of interest which previously existed between ASSOCIATES and LOPAX no longer exists and LOPAX desires to obtain the identity of ASSOCIATES in the consulting market place, as well as the equipment and other off-balance sheet intangible assets of ASSOCIATES; and

WHEREAS, LOPAX is currently the sole shareholder of GUEST HOUSE and has determined that there is no longer a need or requirement to operate GUEST HOUSE as a subsidiary corporation; and

WHEREAS, it is in the best business interest of each of the Corporations and their respective shareholders to consummate the merger of each of the Corporations into one surviving corporation; and

WHEREAS, the registered office of ASSOCIATES in the State of Florida is located at 3450 West Busch Blvd., Tampa, Florida 33618 and the name of the registered agent at such address is Darrell J. Valenti; and

WHEREAS, the registered office of GUEST HOUSE in the State of Florida is located at 3450 West Busch Blvd., Tampa, Florida 33618 and the name of the registered agent at such address is Darrell J. Valenti; and

WHEREAS, the registered office of LOPAX in the State of Delaware is located at 1209 Orange Street, Wilmington, Delaware 19801 and the name of the registered agent at such address is The Corporation Trust Company.

NOW, THEREFORE, the Corporations, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and the mode of carrying the same into effect as follows:

FIRST, LOPAX shall be and is hereby merged into ASSOCIATES and GUEST HOUSE and ASSOCIATES and GUEST HOUSE hereby merge themselves with LOPAX. LOPAX shall be the surviving corporation.

SECOND, the Certificate of Incorporation of LOPAX, as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

THIRD, all of the shares of the common stock of ASSOCIATES and GUEST HOUSE shall be canceled and surrendered upon the effective date of this merger and no additional shares of LOPAX shall be issued to the former holders of the common stock of either ASSOCIATES or GUEST HOUSE.

FOURTH, the terms and conditions of the merger are as follows:

- A. The by-laws of the surviving corporation, as they exist on the effective date of this merger, shall be and remain the by-laws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.
- B. The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors have been elected and qualified.
- C. This merger shall become effective as of the start of business on December 28, 1998, for all purposes, including accounting and tax purposes, provided however with respect to ASSOCIATES and GUEST HOUSE the same shall become

effective on the later of the start of business on December 28, 1998 or such time as the Articles of Merger are filed with the Florida Secretary of State.

- D. Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporations shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporations shall be effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation, respectively. The merged corporations hereby agree, from time to time, and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered, all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporations acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporations and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporations or otherwise to take any and all such action.

FIFTH, LOPAX, as the surviving corporation does hereby appoint the Secretary of the State of Florida as its agent for the service of process in any proceeding to enforce any obligation or the rights of dissenting shareholders if any of each of ASSOCIATES and GUEST HOUSE.

SIXTH, LOPAX does hereby agree to promptly pay to the dissenting shareholders, if any, of each of ASSOCIATES and GUEST HOUSE the amount, if any, to which they are entitled under Section 607.1302 of the Florida Business Corporation Act.

SEVENTH, anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the Board of Directors of any of the corporations at any time prior to the date of filing of the merger with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors, have caused these presents to be executed by the President and attested by the Secretary of each party hereto.

VALENTI ASSOCIATES, INC.,
an Florida corporation


Darrell J. Valenti, President

Attest:


Steven M. Nesbitt, Secretary

GUEST HOUSE CHARTERS, INC.,
a Florida corporation


Darrell J. Valenti, President

Attest:


Steven M. Nesbitt, Secretary

LOPAX, INC.,
a Delaware corporation


Darrell J. Valenti, President

Attest:


Steven M. Nesbitt, Secretary

I, Steven M. Nesbitt, Secretary of VALENTI ASSOCIATES, INC. , a corporation organized and existing under the laws of the State of Florida, hereby certify, as such Secretary, that the Plan and Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of said corporation and having been signed on behalf of both GUEST HOUSE CHARTERS, INC., a corporation of the State of Florida, and by and on behalf of LOPAX, INC., a corporation of the State of Delaware, was duly adopted pursuant to Section 607.0704 of the Florida Business Corporation Act, by the unanimous written consent of the shareholders holding two hundred fifty-two (252) shares of the common no par value capital stock of the Corporation, the same being all shares issued and outstanding and having voting power.

WITNESS my hand and seal this 10th day of December, 1998.


Steven M. Nesbitt, Secretary

I, Steven M. Nesbitt, Secretary of GUEST HOUSE CHARTERS, INC., a corporation organized and existing under the laws of the State of Florida, hereby certify, as such Secretary, that the Plan and Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of said corporation and having been signed on behalf of both VALENTI ASSOCIATES, INC., a corporation of the State of Florida, and by and on behalf of LOPAX, INC., a corporation of the State of Delaware, was duly adopted pursuant to Section 607.0704 of the Florida Business Corporation Act, by the unanimous written consent of the sole shareholder

who holds one thousand (1,000) share of the common one cent par value capital stock of the Corporation, the same being all shares issued and outstanding and having voting power.

WITNESS my hand and seal this 10th day of December, 1998.


Steven M. Nesbitt, Secretary

I, Steven M. Nesbitt, Secretary of LOPAX, INC., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary, that the Plan and Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of said corporation and having been signed on behalf of both VALENTI ASSOCIATES, INC., a corporation of the State of Florida, and by and on behalf of GUEST HOUSE CHARTERS, INC., a corporation of the State of Florida was duly adopted pursuant to Section 228 of the General Corporation Law of the State of Delaware, by the unanimous written consent of the shareholders holding one thousand three hundred twenty-five (1,325) shares of the common no par value capital stock of the Corporation, the same being all shares issued and outstanding and having voting power

WITNESS my hand and seal this 10th day of December, 1998.


Steven M. Nesbitt, Secretary

THE ABOVE AGREEMENT OF MERGER, having been executed on behalf of each corporate party thereto, and having been adopted separately by each corporate party thereto in accordance with the provisions of the General Corporation Law of the State of Delaware, and that fact having been certified on said Plan and Agreement of Merger by the Secretary of each corporate party thereto, the President of each corporate party thereto does now hereby execute the said Plan and Agreement of Merger and the Secretary of each corporate party thereto does now hereby attest that said Plan and Agreement of Merger is the respective act, deed and agreement of each of said corporations on this 10th day of December, 1998.

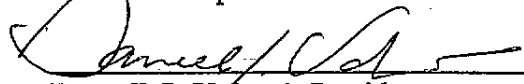
VALENTI ASSOCIATES, INC.,
an Florida corporation


Darrell J. Valenti, President

Attest:


Steven M. Nesbitt, Secretary

GUEST HOUSE CHARTERS, INC.,
a Florida corporation



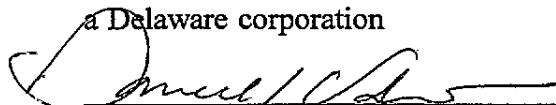
Darrell J. Valenti, President

Attest:



Steven M. Nesbitt, Secretary

LOPAX, INC.,
a Delaware corporation



Darrell J. Valenti, President

Attest:



Steven M. Nesbitt, Secretary

Name of Corporation

Typed or Printed Name of Individual & Title

Lopax, Inc.

R. M. C. C.

-Darrell J. Valenti, President

Valenti Associates, Inc.

H. J. Powell / Cals

Darrell J. Valenti, President

Guest House Charters, Inc

James H. Mc

Darrell J. Valenti, President