

L79637

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MERGER OR SHARE EXCHANGE

Innex Delaware, Inc.

Certificate of Status	0
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merger  
of



September 22, 2006

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

INNEK MANUFACTURERS & EXPORTERS INC.  
5580 ENTERPRISE PKWY  
FT. MYERS, FL 33905

SUBJECT: INNEK MANUFACTURERS & EXPORTERS INC.  
REF: L79637

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name of the merging corporation does not have a comma in its name. Please remove.

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

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Susan Payne  
Senior Section Administrator

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P.O BOX 6327 - Tallahassee, Florida 32314

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TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
(Profit Corporations)**

The following Articles of Merger are submitted to merge the following Profit Corporations in accordance with the Florida Business Corporation Act, pursuant to Section 607.1109, F.S.

**First:** The exact name, form/entity type and jurisdiction for each merging party is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Innex Manufacturers & Exporters Inc.	Florida	For Profit Corporation
Innex Delaware, Inc.	Delaware	For Profit Corporation

**Second:** The exact name, form/entity type and jurisdiction of the surviving party is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Innex Delaware, Inc., which shall be changed to Innex Manufacturers & Exporters, Inc.	Delaware	For Profit Corporation

**Third:** The attached Agreement and Plan of Merger (attached as Exhibit "A") was adopted by the Board of Directors and Sole Shareholder of Innex Manufacturers & Exporters, Inc. on September ~~12~~ 2006.

**Fourth:** The attached Agreement and Plan of Merger was adopted by the Board of Directors and Sole Shareholder of Innex Delaware, Inc. on September ~~12~~ 2006.

**Fifth:** The merger shall become effective upon the filing of the Certificate of Merger with the Secretary of State of Delaware.

**Sixth:** The surviving party's address in its state of incorporation is c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, DE 19801.

**Seventh:** The surviving entity agrees to pay to any members with appraisal rights the amount to which such members are entitled under Sections 608.4351-608.43595, F.S.


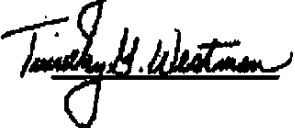
KC-1416075-4

**Eighth:**

a) The surviving party's street address in Florida is 5580 Enterprise Parkway, Ft. Myers, Florida 33905; and its mailing address in Florida is 5580 Enterprise Parkway, Ft. Myers, Florida 33905.

b) The surviving party appoints the Florida Secretary of State as its agent of process in a proceeding to enforce obligations of dissenting shareholders of the merging party. The surviving entity shall promptly pay to the dissenting shareholders for any such obligations.

**Ninth: Signatures for each corporation:**

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed/Printed Name Individual &amp; Title</u>
Innex Manufacturers & Exporters Inc., a Florida corporation		Timothy G. Westman Assistant Secretary
Innex Delaware, Inc., a Delaware corporation		Timothy G. Westman President and Secretary

**EXHIBIT A**  
**AGREEMENT AND PLAN OF MERGER**

KC-1416073-4

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made and entered into as of September 19, 2006, by and between Innex Manufacturers & Exporters, Inc., a Florida corporation ("Innex-FL") and Innex Delaware, Inc., a Delaware corporation ("Innex-DE").

WHEREAS, the parties deem it desirable that, upon the terms and subject to the conditions hereof, Innex-FL merge with and into Innex-DE, with Innex-DE as the surviving corporation of such merger.

NOW, THEREFORE, in consideration of the mutual promises made herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Innex-FL and Innex-DE agree as follows:

1. Merger. Upon the filing of the necessary certificates with the Secretary of State of Delaware (the "Effective Time"), Innex-FL shall be merged with and into Innex-DE, with Innex-DE as the surviving corporation of the merger (the "Merger").
2. Cancellation of Innex-FL's Capital Stock. At the Effective Time, all issued and outstanding shares of capital stock, and all shares of capital stock that remain unissued, of Innex-FL, shall be canceled without consideration.
3. Submission to Stockholders: Filing. This Agreement and Plan of Merger shall be submitted to the stockholders of Innex-FL and Innex-DE required to vote hereon pursuant to the applicable laws of the state of Delaware and Florida. If this Agreement and Plan of Merger is duly adopted and is not terminated as permitted by Section 7, the parties shall execute and cause to be filed such documents as are required by law to cause the Merger to become effective in the manner prescribed by the laws of Delaware and Florida.
4. Plan of Reorganization under IRC Section 368(a)(1)(F). This Agreement and Plan of Merger constitutes a Plan of Reorganization under Internal Revenue Code Section 368(a)(1)(F) and the regulations thereunder. If this Agreement and Plan of Merger is duly approved by the board of directors and is adopted by the stockholders of each of Innex-FL and Innex-DE, the Plan of Reorganization is deemed adopted by Innex-FL and Innex-DE.
5. Certificate of Incorporation and Bylaws. The certificate of incorporation and bylaws of Innex-DE, the surviving corporation of the Merger, shall not be changed, except that Innex-DE shall change its name to Innex Manufacturers & Exporters, Inc., in connection with the Merger.
6. Assets, Liabilities, and Rights. At the Effective Time, and in accordance with applicable law, all of the assets, liabilities, rights, privileges, immunities, and franchises of Innex-FL and Innex-DE, and all property (real, personal, and mixed) of, and debts due to Innex-FL and Innex-DE, shall, for all purposes and in all respects, be and constitute the assets, liabilities, rights, privileges, immunities, franchises, property of, and debts due to, Innex-DE, as the surviving corporation of the Merger.

7. **Amendment and Termination.** To the extent permitted by applicable law at any time prior to the Effective Time, this Agreement and Plan of Merger may be (a) amended by an agreement approved by the boards of directors of Innex-FL and Innex-DE, or (b) terminated by action of the boards of directors of both of Innex-FL or Innex-DE.

*{Remainder of this page left intentionally blank; signature page follows.}*

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be duly executed as of the date first written above.

INNEX MANUFACTURERS & EXPORTERS, INC.

By: Timothy G. Westman  
Name: Timothy G. Westman  
Title: Assistant Secretary

INNEX DELAWARE, INC.

By: Timothy G. Westman  
Name: Timothy G. Westman  
Title: President and Secretary



The undersigned, being the president and secretary of Innex Delaware, Inc., a corporation organized and existing under the laws of the state of Delaware ("~~Innex-DE~~"), hereby certifies that the Agreement and Plan of Merger to which this certificate is attached has been duly approved and adopted by a written consent of the board of directors and sole stockholder of Innex-DE.

WITNESS my hand on behalf of Innex-DE as of the date first written above.

By: Timothy G. Westman  
Timothy G. Westman

The undersigned, being the assistant secretary of Innex Manufacturers & Exporters Inc., a corporation organized and existing under the laws of the state of Florida ("~~Innex-FL~~"), hereby certifies that the Agreement and Plan of Merger to which this certificate is attached has been duly approved and adopted by a written consent of the board of directors and sole shareholder of Innex-FL.

WITNESS my hand on behalf of Innex-FL as of the date first written above.

By: Timothy G. Westman  
Timothy G. Westman