

L98000002248

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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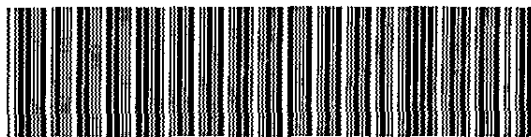
(Business Entity Name)

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03 MAR -7 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BILL

1987-1

ARTICLES OF MERGER
Merger Sheet

MERGING:

ADSIL, L.C. (L98000002248), A FLORIDA LLC

INTO

ADSIL, a Nevada entity not qualified in Florida.

File date: March 7, 2003

Corporate Specialist: Buck Kohr

MICHAEL K. HAIR, P.C.
Attorney At Law

7407 E. Ironwood Court
Scottsdale, AZ 85258
Tel. (480) 443-9657
Fax (480) 443-1908

03 MAR -7 AM 8:15
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 24, 2003

Division Of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Adsil, L.C.

Dear Sir or Madam:

Enclosed herewith for filing is the executed Articles of Merger of Adsil, L.C., a Florida limited liability company, and Adsil, a Nevada corporation, with the Agreement and Plan of Merger attached. Also enclosed is a check in the amount of \$50, as payment of the filing fee for each constituent party.

Please date stamp the additional copy of this letter and return it to me in the enclosed, self-addressed envelope.

If you have any questions concerning this filing, please call me.

Very truly yours,

Michael K. Hair, P.C.

By: 
Michael K. Hair, President

Enclosures

MICHAEL K. HAIR, P.C.
Attorney At Law

7407 E. Ironwood Court
Scottsdale, AZ 85258
Tel. (480) 443-9657
Fax (480) 443-1908

FILED
03 MAR -7 AM 8 15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 28, 2003

Mr. Buck Kohr
Division Of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Adsil, L.C. - Merger Filing

Dear Mr. Buck:

Enclosed is an additional check in the amount of \$10, as payment of the filing fee for the Articles of Merger of Adsil L.C. with Adsil Inc., pursuant to your kind telephone call of February 26, 2003.

If you have any additional comments concerning this filing, please call me.

Very truly yours,

Michael K. Hair, P.C.
By: Michael K. Hair
Michael K. Hair, President

Enclosures

MICHAEL K. HAIR, P.C.
Attorney At Law

7407 E. Ironwood Court
Scottsdale, AZ 85258
Tel. (480) 443-9657
Fax (480) 443-1908

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Very truly yours,

Michael K. Hair, P.C.

By: 151
Michael K. Hair, President

Enclosures

ARTICLES OF MERGER

OF

ADSIL, L.C., A FLORIDA LIMITED LIABILITY COMPANY

INTO

ADSIL, A NEVADA CORPORATION

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CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

We, the undersigned Jeffrey L. Stanich, Sr. and Michael K. Hair, being respectively the President and Secretary of Adsil, L.C., a Florida limited liability company ("Adsil-F") and Jeffrey L. Stanich and Michael K. Hair being respectively the President and Secretary of Adsil, a Nevada corporation ("Adsil-N") hereby certify:

1.(a) The name of each constituent parties is as follows:
Adsil, L.C., a Florida limited liability company, and
Adsil, a Nevada corporation.

(b) The name of the surviving corporation is Adsil, a Nevada corporation.

2. As to each constituent parties, the designation and number of outstanding units or shares of each class and series and the voting rights thereof are as follows:

<u>Name of Corporation</u>	<u>Designation and Number of Units/Shares in Each Class or Series Outstanding</u>	<u>Class of Units/Shares Enti- tled to Vote</u>	<u>Units/Shares Entitled to Vote as a Class</u>
Adsil-F	23,651,211	Units	23,651,211
Adsil-N	1,000	Common	1,000

3. Adsil-F shall merge into and with Adsil-N (the "Plan of Merger") upon Adsil-N issuing shares of its common stock to the members of Adsil-F on the basis of one (1) common stock share for each one (1) unit of Adsil-F outstanding on the effective date of the merger.

4. The Plan Of Merger was adopted by each constituent party in the following manner:

(a) As to Adsil-F, by the affirmative vote of over 50% of the issued and outstanding units entitled to vote thereon, which is the percentage of member approval required by Florida law.

(b) As to Adsil-N, by the affirmative written consent of 100% of the issued and outstanding shares entitled to vote thereon, which is in excess of the percentage of shareholder approval required by Nevada law.

5. The merger is permitted by the laws of the jurisdiction of each constituent party and is in compliance therewith.

6. The Articles of Incorporation of Adsil-N shall be the Articles of Incorporation of the surviving party.

7. The executed agreement and plan of merger between the constituent parties is on file at the principal office of Adsil-N at 1 Hargrove Grade, Suite 1-K, Palm Coast, Florida 32137, and will be furnished to the members/shareholders of the constituent parties by Adsil-N, at no cost, upon request.

8. Adsil-N agrees that it may be served with process in the State of Florida in any action or special proceeding for the enforcement of any liability or obligation of any constituent party, previously amenable to suit in the State of Florida, and for the enforcement under the Florida Limited Liability Company Act, of the right of members of any constituent Florida limited liability company to receive payment for their units against the surviving corporation; and it designates the Secretary of State of Florida as its agent upon whom process may be served in the manner set forth in any action or special proceeding. The post office address to which the Secretary of State shall mail a copy of any process against it serve upon him is 1 Hargrove Grade, Suite 1-K, Palm Coast, Florida 32137.

9. Adsil-N agrees that, subject to the provision of the Florida Limited Liability Company Act, it will promptly pay to the members of Adsil-F the amount, if any, to which they shall be entitled under Section 608.4384 of the Florida Limited Liability Company Act, relating to the right of members to receive payment for their units.

10. The merger shall be effective on the date upon which the Certificate of Merger is filed with the Florida Secretary of State, subject to acceptance by such Secretary of State.

11. These Articles of Merger has been approved, adopted, certified, executed and acknowledged in accordance with Section 608.4382 of the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, we have signed this certificate, effective as of the 1st day of January, 2003 and we affirm the statements contained therein under penalties of perjury.

ADSIL, L.C.
A Florida Limited Liability Company

By: Jeffrey L. Stahich Sr.
Jeffrey L. Stahich, Sr. President

By: Michael K. Hair
Michael K. Hair, Secretary

ADSIL
A Nevada Corporation

By: Jeffrey L. Stahich Sr.
Jeffrey L. Stahich, Sr. President

By: Michael K. Hair
Michael K. Hair, Secretary

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SECRETARY OF STATE
FLORIDA

AGREEMENT AND PLAN OF MERGER

This agreement (the "Agreement") is entered into this 1st day of January, 2003 by and between Adsil, L.C., a Florida limited liability company ("LLC"), and Adsil, a Nevada corporation ("INC").

The parties hereto agree as follows:

1. INC is a Nevada corporation in good standing and is a wholly-owned subsidiary of LLC, with all 1,000 shares of INC's outstanding common stock owned by LLC.

2. LLC is a Florida limited liability company in good standing and has 23,651,211 units outstanding in the hands of over 500 members.

3. INC has authorized 50,000,000 common stock shares and 10,000,000 preferred shares for issuance.

4. LLC shall merge into and with INC upon INC issuing to LLC's members one (1) share of INC common stock for each one (1) unit of LLC outstanding (the "Merger") on the effective date of the Merger.

5. INC shall be the surviving entity after the Merger.

6. LLC members shall not be required to return their LLC unit certificates to INC's stock transfer agent in order to receive INC stock certificates.

7. The 1,000 shares of INC common stock previously issued to LLC shall be acquired by INC as an asset of LLC and shall be canceled by INC.

8. The approval of the Merger by the shareholders of INC and the members of LLC was received by the written consent of the sole shareholder of INC and by the members of LLC at a duly called special meeting of members on November 16, 2002, pursuant to the applicable law of each state.

9. The Merger shall be conducted in compliance with the requirements of the various laws of the States of Florida and Nevada.

10. INC agrees that it may be served with process in the State of Florida in any action or special proceeding for the enforcement of any liability or obligation of LLC and for the enforcement under the Florida law, of the right of members of LLC to receive payment for their units against INC, the surviving entity; and it designates the Secretary of State of Florida as its agent upon whom process may be served. The post office address to which the Florida Secretary of State shall mail a copy of any process against INC served upon him is 1 Hargrove Grade, Suite 1-K, Palm Coast, Florida 32137.

11. INC agrees that, subject to the provisions of Florida Limited Liability Company Act, it will promptly pay to the members of LLC the amount, if any, to which they shall be entitled under the provisions of the Florida Limited Liability Company Act, relating to the right of LLC members to dissent to the Merger and receive payment for their units.

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TALLAHASSEE, FLORIDA

12. The Merger shall be effective as of January 1, 2003, subject to acceptance by the State of Florida upon filing the Articles of Merger therewith.

IN WITNESS WHEREOF, duly authorized officers of the constituent parties have executed this Agreement on the 1st day of January, 2003.

ADSIL L.G.

By: _____

Jeffrey L. Stanich, Sr.

ADSIL

By: _____

Jeffrey L. Stanich, Sr.

FILED
03 MAR -7 AM 8:15.
STATE
OFFICE OF
CLERK OF
SUPREME COURT
FLORIDA