

m35061

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City

State

Zip

Phone

300004604659--6
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*****78.75 *****78.75

CORPORATION(S) NAME

Axiom Research Corp.

merging into:

Axiom Delaware Corporation

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> Fictitious Name |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name
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Verifier
Acknowledgment
W.P. Verifier

9/21

Merger
9-27-01
MRS

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THANKS
CONNIE BRYAN

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01 SEP 1 PM 2:39
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 21, 2001

CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: AXIOM RESEARCH CORPORATION
Ref. Number: M35061

We have received your document for AXIOM RESEARCH CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

We can find no record of the entity named in your document. A computer printout of a similar named entity is enclosed for your review. If this is the right name, please correct your document and return it for filing.

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) 245-6957.

Doug Spittler
Document Specialist

Letter Number: 001A00052964

9/24

— Please backdate this filing
to: Sept. 21st.

Thanks!

RECEIVED
01 SEP 26 PM 4:23
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

AXIOM RESEARCH CORPORATION, a Florida corporation, M35061

INTO

AXIOM DELAWARE CORPORATION. a Delaware entity not qualified in Florida

File date: September 21, 2001

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER
OF

AXIOM RESEARCH CORPORATION
(a Florida corporation)

INTO

AXIOM DELAWARE CORPORATION
(a Delaware corporation)

FILED

01 SEP 21 PM 3:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1104 of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of merger:

FIRST: Axiom Research Corp^{orporation} is a corporation organized under the laws of the State of Florida owning 100 percent of the shares of Axiom Delaware Corporation, a corporation organized under the laws of the State of Delaware.

SECOND: The following plan of merger was adopted by the board of directors of Axiom Research Corporation.

^{orporation} 1. The Plan and Agreement of Merger was adopted by Axiom Research Corp^{orporation}, the parent corporation (the "Company") and Axiom Delaware Corporation, the subsidiary ("Axiom Delaware") on the 19th day of September, 2001.

2. On the Effective Date, (i) each outstanding share of Company common stock, \$.0001 par value ("Company Common Stock") shall be converted into 0.5 shares of Axiom Delaware common stock, \$.001 par value, ("Axiom Delaware Common Stock"), and (ii) any fractional Axiom Delaware Common Stock interests to which a holder of Company Common Stock would be entitled will be canceled with the holder thereof being entitled to receive the next highest number of whole shares of Axiom Delaware Common Stock, and (iii) each outstanding share of Axiom Delaware Common Stock held by the Company shall be retired and canceled and shall resume the status of an authorized and unissued Axiom Delaware Common Stock.

All options and rights to acquire Company Common Stock under or pursuant to any options, warrants or contractual rights which are outstanding on the Effective Date of the Merger will automatically be converted into equivalent options and rights to purchase that whole number of Axiom Delaware Common Stock into which the number of Company Common Stock subject to such options or warrants immediately prior to the Effective Date would have been converted in the merger had such rights been exercised immediately prior thereto (with any fractional Axiom Delaware interests resulting from the exercise being rounded up to the next highest whole number). The exercise price per share of options or warrants to acquire Axiom Delaware shall be the exercise price per share of options or warrants to acquire Company Common Stock in effect prior to the Effective Date, and the other terms shall also be equivalent. All plans or agreements of the Company under which such options and rights are granted or issued shall be continued and assumed by Axiom Delaware unless and until amended or terminated in accordance with their respective terms.

THIRD: The *pro rata* issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates therefor is provided for as follows:

Prior to, or as soon as practicable, after the Effective Date, Axiom Delaware shall mail to each person who was, at the time of mailing or at the Effective Date, a holder of record of issued and outstanding Company Common Stock (i) a form letter of

transmittal and (ii) instructions for effecting the surrender of the certificate or certificates, which immediately prior the Effective Date represented issued and outstanding shares of Company Common Stock ("Company Certificates"), in exchange for certificates representing Axiom Delaware Common Stock. Upon surrender of a Company Certificate for cancellation to Axiom Delaware, together with a duly executed letter of transmittal, the holder of such Company Certificate shall subject to paragraph (f) of this section 4.03 be entitled to receive in exchange therefor a certificate representing that number of Axiom Delaware Common Stock into which the Company Common Stock theretofore represented by the Company Certificate so surrendered shall have been converted pursuant to the provisions of this Article IV, and the Company Certificate so surrendered shall forthwith be canceled.

No dividends or other distributions declared after the Effective Date with respect to Axiom Delaware and payable to holders of record thereof after the Effective Date shall be paid to the holder of any unsurrendered Company Certificate with respect to Axiom Delaware Common Stock which by virtue of the Merger are represented thereby, nor shall such holder be entitled to exercise any right as a holder of Axiom Delaware, until such holder shall surrender such Company Certificate. Subject to the effect, if any, of applicable law, after the subsequent surrender and exchange of a Company Certificate, the holder thereof shall be entitled to receive any such dividends or other distributions, without any interest thereon, which became payable prior to such surrender and exchange with respect to Axiom Delaware Common Stock represented by such Company Certificate.

If any stock certificate representing Axiom Delaware is to be issued in a name other than that in which the Company Certificate surrendered with respect thereto is registered, it shall be a condition of such issuance that the Company Certificate so surrendered shall be properly endorsed or otherwise in proper form for transfer and that the person requesting such issuance shall pay any transfer or other taxes required by reason of the issuance to a person other than the registered holder of the Company Certificate surrendered or shall establish to the satisfaction of Axiom Delaware that such tax has been paid or is not applicable.

After the Effective Date, there shall be no further registration of transfers on the stock transfer books of the Company of the shares of Company Common Stock, or of any other shares of stock of the Company, which were outstanding immediately prior to the Effective Date. If after the Effective Date certificates representing such shares are presented to Axiom Delaware they shall be canceled and, in the case of Company Certificates, exchanged for certificates representing Axiom Delaware Common Stock as provided in this Article IV.

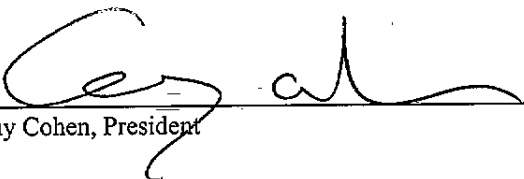
FOURTH: Shareholders of the subsidiary who, except for the applicability of this section, would be entitled to vote and who dissent from the merger pursuant to Section 607.1320 F.S., may be entitled, if they comply with the provisions of this Act regarding the rights of dissenting shareholders, to be paid the air value of their shares.

FIFTH: A copy or summary of the plan of merger was mailed by the parent corporation on the 23rd day of August, 2001, to each shareholder of the subsidiary who did not waive the mailing requirement in writing.

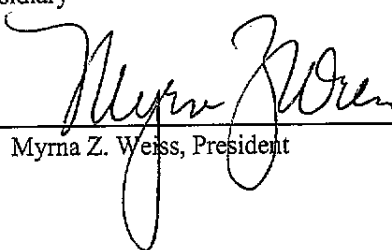
SIXTH: The effective date of the merger shall be the 21st day of September, 2001 at 1:00 o'clock P.M. E.D.T.

Signed this 20th day of September, 2001.

AXIOM RESEARCH CORPORATION
Parent corporation

By: 
Guy Cohen, President

AXIOM DELAWARE CORPORATION
Subsidiary

By: 
Myrna Z. Weiss, President