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(City/State/Zip/Phone #)

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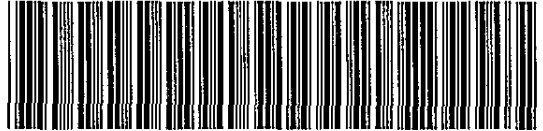
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

03/21/05--01050--003 \*\*96.25

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R. ROSSER COLE

A LAW CORPORATION

200 NORTH MARYLAND AVENUE, SUITE 302

GLENDALE, CALIFORNIA 91206

E-MAIL: [rosser@earthlink.net](mailto:rosser@earthlink.net)

TELEPHONE  
(818) 500-9418

FAX NUMBER  
(818) 500-0129

ANN P. CHRISTENSEN  
PARALEGAL

LIUSKA RINCON  
PARALEGAL

March 17, 2005

Secretary of State  
Amendment Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

Re: David Singer Enterprises Inc./The Prescott Group Inc.

Dear Secretary of State,

Enclosed please find two original and a copy of the Articles of Merger, Plan of Merger and Articles of Amendment for the above referenced corporations, and a check for \$96.25 for the filing and certification fees. Please file and return two certified copies of the merger documents and return to our office in the FedEx envelope provided.

In addition to the filing of these documents, please issue a Certificate of Status, for The David Singer Prescott Group Inc., after the amendment takes effect, fees for this issuance are included on the check enclosed.

Thank you very much for your attention to this matter. If you have any questions, please do not hesitate to contact our office.

Sincerely,



Liuska Rincon Villagomez  
Corporate Paralegal  
For R. Rosser Cole, Esq.

**TRANSMITTAL LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** David Singer Enterprises, Inc.  
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Liuska Rincon

(Name of person)

R. Rosser Cole, A Law Corporation

(Name of firm/company)

200 N Maryland Ave #302

(Address)

Glendale, CA 91206

(City/state and zip code)

For further information concerning this matter, please call:

Liuska Rincon

(Name of person)

at (

818

) 500-9418

(Area code & daytime telephone number)

☒ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

Amendment Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

## ARTICLES OF MERGER

(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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
DAVID SINGER ENTERPRISES, INC.	FLORIDA	M67116

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
THE PRESCOTT GROUP, INC.	CALIFORNIA	2016303

**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**      /      /      (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 3/16/05

The Plan of Merger was adopted by the board of directors of the surviving corporation on

3/16/05 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 3/16/05

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on

3/16/05 and shareholder approval was not required.

(Attach additional sheets if necessary)

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TALLAHASSEE, FLORIDA

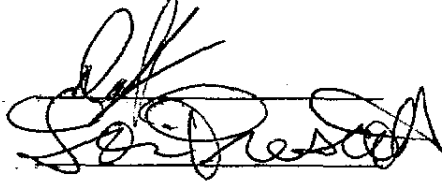
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

David Singer Enterprises Inc



David Singer, President

The Prescott Group, Inc.

Lori Prescott, President

# PLAN OF MERGER

(Non Subsidiaries)

The following Plan of Merger ("Agreement") is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

## ARTICLE 1.

### RECITALS OF CONSTITUENT CORPORATIONS

#### Disappearing Corporation

Section 1.01. The Prescott Group, Inc., ("Disappearing Corporation") is a corporation duly organized, validly existing, and in good standing under the laws of the State of California.

#### Survivor

Section 1.02. David Singer Enterprises, Inc ("Surviving Corporation") is a corporation duly organized, validly existing, and in good standing under the laws of the State of Florida.

## ARTICLE 2. MERGER

### Surviving Corporation

Section 2.01 Disappearing Corporation shall be merged into Surviving Corporation under the laws of the State of Florida, pursuant to the terms and conditions of this Agreement.

## ARTICLE 3. EFFECTIVE DATE

### Effective Date

Section 3.01 This merger shall become effective upon the filing of the Certificate of Merger with the Secretary of State of the State of Florida. (the "Effective Date").

## ARTICLE 4. TERMS AND CONDITIONS

### Negative Covenants

Section 4.01. Between the date of this Agreement and the date on which the merger shall become effective, neither constituent corporation shall not:

- (a) Declare or pay any dividends to its shareholders.
- (b) Except in the normal course of business and for adequate value, dispose of any of its assets.

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### **Further Assignments or Assurances**

Section 4.02. If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law are necessary to vest or to perfect or to confirm of record in the surviving corporation the title to any property or rights of Disappearing Corporation or otherwise carry out the provisions hereof, the proper officers and directors of Disappearing Corporation as of the effective date of the merger, shall execute and deliver all proper deeds, assignments, confirmations, and assurances in law, and do all acts proper to vest, perfect, and confirm title to such property or rights in the surviving corporation, and otherwise carry out the provisions hereof.

### **ARTICLE 5. CONVERSION OF SHARES**

Section 5.01. (a) *Surviving Corporation.* The shares of Surviving Corporation outstanding on the Effective Date shall not be changed or converted as a result of the merger but shall remain outstanding as shares of Surviving Corporation.

(b) *Disappearing Corporation.* On the Effective Date, each two issued and outstanding common share of Disappearing Corporation shall be converted into one common share, without par value, of Surviving Corporation, subject to adjustment as provided in this Agreement. No fractional shares of the common stock of the surviving corporation will be issued to the holders of the common stock of the disappearing corporation, but holders who would otherwise be entitled to receive a fraction of a share of the common stock of the surviving corporation on the basis of the conversion provided for herein shall in lieu thereof receive a cash payment equal to the value of such fraction, based on the market value of the common stock of the disappearing corporation as of the effective date of the merger.

Section 5.02. Each holder of the shares of the disappearing corporation shall surrender his shares, properly endorsed, to the surviving corporation or its agent, and shall thereupon receive in exchange therefor a certificate or certificates representing the number of shares of the surviving corporation into which the shares of the disappearing corporation have been converted.

### **ARTICLE 6. DIRECTORS**

#### **Board of Survivor**

Section 6.01. The Board of Directors of Surviving Corporation shall be David Singer, Lori Prescott, and Robert Beilhart, who shall continue to serve as the Board of Directors of the surviving corporation until the next annual meeting or until such time as their successors have been elected and qualified.

### **ARTICLE 7. ARTICLES OF INCORPORATION**

Section 7.01. The articles of Surviving Corporation as existing on the effective date of the merger, shall continue in full force as the articles of the surviving corporation until altered, amended as provided therein, or as provided by law.

Section 7.10 The Articles of Incorporation of the Surviving Corporation shall be amended to reflect the new name of Surviving Corporation as The David Singer Prescott Group, Inc.

## ARTICLE 8. BYLAWS

Section 8.01. The bylaws of Surviving Corporation, as existing on the effective date of the merger, shall continue in full force as the bylaws of the surviving corporation until altered, amended, or repealed as provided therein or as provided by law.

## ARTICLE 9. INTERPRETATION AND ENFORCEMENT

### Notices

Section 9.01. Any notice, request, demand, or other communication required or permitted hereunder shall be deemed to be properly given when deposited in the United States mail, postage prepaid, or when deposited with a public telegraph company for transmittal, charges prepaid, addressed:

(a) In the case of Disappearing Corporation to: The Prescott Group, Inc., 14751 Plaza Dr., Suite P, Tustin, CA 92780 or to such other person or address as Disappearing Corporation may from time to time furnish to Surviving Corporation;

(b) In the case of Surviving Corporation to: David Singer Enterprises, Inc. 1130 Cleveland Street, Suite 210, Clearwater, FL 34615 or to such other person or address as Surviving Corporation may from time to time furnish to Disappearing Corporation.

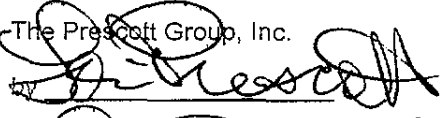
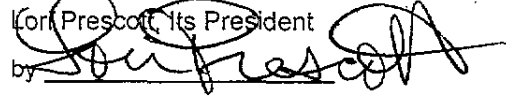
### Counterpart Executions

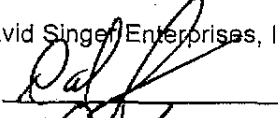
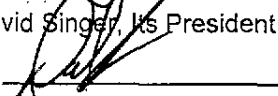
Section 9.02. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original.

### Controlling Law

Section 9.03. The validity, interpretation, and performance of this Agreement shall be controlled by and construed under the laws of the State of Florida, the state in which this Agreement is being executed.

Executed on 3/16, 2005, at Clearwater, Florida.

The Prescott Group, Inc.  
by   
Lori Prescott, Its President  
by   
Lori Prescott, Its Secretary

David Singer Enterprises, Inc.  
by   
David Singer, Its President  
by   
David Singer, Its Secretary