

# M73749

(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

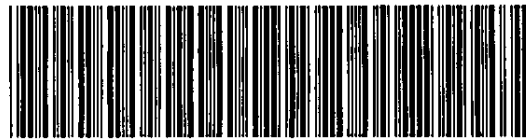
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13 MAY - 1 PM 1:59

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*Menger*

*5/6/13*

*DC*



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 19, 2013

KIMI N. MURAKAMI  
PILIEROMAZZA PLLC  
888 17TH STREET, NW, 11TH FLOOR  
WASHINGTON, DC 20006

SUBJECT: CREATIVE MANAGEMENT TECHNOLOGY, INC.  
Ref. Number: M73749

We have received your document and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$35.00. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

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) 245-6050.

Darlene Connell  
Regulatory Specialist II

Letter Number: 513A00009518

RECEIVED  
13 MAY - 1 AM 8:16  
FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Creative Management Technology, Inc.

Name of Surviving Party

Please return all correspondence concerning this matter to:

Kimi N. Murakami

Contact Person

PilieroMazza PLLC

Firm/Company

888 17th Street, NW, 11th Floor

Address

Washington, DC 20006

City, State and Zip Code

kmurakami@pilieromazza.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kimi N. Murakami

Name of Contact Person

at ( 202 ) 857-1000

Area Code and Daytime Telephone Number

☒ Certified Copy (optional) \$8.75

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

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

EXECUTION COPY  
FILED  
13 APR 11 PM 1:59

**ARTICLES OF MERGER  
OF  
CREATIVE MANAGEMENT TECHNOLOGY, INC. AND CMTI, INC.**

The following articles of merger are submitted in accordance with §§ 607.1104 and 607.1105 of the Florida Business Corporation Act (Title XXXVI Business Organizations, Chapter 607 Corporations), by Creative Management Technology, Inc. ("Surviving Corporation") and CMTI, Inc. ("Merging Corporation") as of this 1<sup>st</sup> day of April, 2013.

**ARTICLE I**

*SURVIVING CORPORATION.* The name of the surviving corporation in this merger is CREATIVE MANAGEMENT TECHNOLOGY, INC., a Florida corporation (Document Number M73749).

**ARTICLE II**

*MERGING CORPORATION.* The name of the merging corporation in this merger is CMTI, INC., a Florida corporation (Document Number P98000046876).

**ARTICLE III**

*PLAN OF MERGER.* The Plan of Merger between Surviving Corporation and Merging Corporation is attached hereto as Exhibit A.

**ARTICLE IV**

*MERGER EFFECTIVE DATE.* The merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State.

**ARTICLE V**

*SHARES VOTED.* The Plan of Merger was adopted by the Surviving Corporation by joint written consent of the sole director and the sole shareholder of the Surviving Corporation on April 1, 2013. The Plan of Merger was adopted by the Merging Corporation by joint written consent of the sole director and the sole shareholder of the Merging Corporation on April 1, 2013.

*[Remainder of Page Intentionally Left Blank; Signature Page Follows]*

**SURVIVING CORPORATION:**

CREATIVE MANAGEMENT TECHNOLOGY, INC.

By:

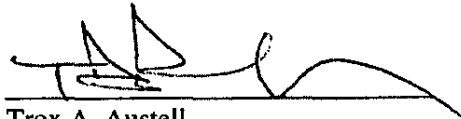
A handwritten signature in black ink, appearing to be 'T. Austell', written over a horizontal line.

Trox A. Austell  
President and CEO

**MERGING CORPORATION:**

CMTI, INC.

By:

A handwritten signature in black ink, appearing to be 'T. Austell', written over a horizontal line.

Trox A. Austell  
President and CEO

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**EXHIBIT A**

**Plan of Merger**

**EXECUTION COPY**

**PLAN OF MERGER  
OF  
CREATIVE MANAGEMENT TECHNOLOGY, INC. AND CMTI, INC.**

This Plan of Merger (this "Agreement") is entered into in accordance with §607.1104 of Florida Business Corporation Act (Title XXXVI Business Organizations, Chapter 607 Corporations, the "Act") as of this 1<sup>st</sup> day of April, 2013, by and between Creative Management Technology, Inc., a Florida corporation ("Surviving Corporation") and CMTI, Inc., a Florida corporation ("Merging Corporation"). The parties hereto agree as follows:

**ARTICLE I  
MERGER**

On the Effective Date (defined in Article V), the Merging Corporation, which is the 100% owner and parent of the Surviving Corporation, shall be merged with and into the Surviving Corporation.

**ARTICLE II  
EFFECT OF MERGER**

At the time of the merger:

2.1. *Single Corporation.* The separate existence of the Merging Corporation shall cease, and both the Merging and Surviving Corporation shall be a single corporation which shall be the Surviving Corporation;

2.2. *Title to Assets.* The title to all real estate and other property owned by the Merging Corporation and the Surviving Corporation shall be vested in the Surviving Corporation without reversion or impairment, and without further act or deed;

2.3. *Liabilities and Obligations.* The Surviving Corporation shall assume all liabilities and obligations of the Merging Corporation and the Surviving Corporation as of the Effective Date; and

2.4. *Pending Proceedings.* Any proceeding pending against the Merging Corporation or the Surviving Corporation may be continued as if the merger did not occur, or the Surviving Corporation may be substituted in the proceeding for the Merging Corporation.

**ARTICLE III  
CORPORATE INCIDENTS**

3.1. *Articles of Incorporation.* The Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall be the Articles of Incorporation of the Surviving Corporation following this merger.

3.2. *Bylaws.* The Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall be the Bylaws of the Surviving Corporation following this merger.

3.3. *Board of Directors and Officers.* The sole director of the Surviving Corporation (the "Sole Director") following this merger shall be the Sole Director of the Surviving Corporation immediately prior to the Effective Date, and he shall hold office until his successor has been elected and qualified. The officers of the Surviving Corporation following this merger shall be the persons who are the officers of the Surviving Corporation immediately prior to the Effective Date, and they shall hold office at the pleasure of the Sole Director.

#### **ARTICLE IV SHARES OF STOCK**

4.1. *Exchange of Shares.* On the Effective Date, upon the receipt from the sole shareholder of the Merging Corporation (the "Sole Shareholder") of the properly endorsed and surrendered stock certificate representing 100% of the outstanding shares of common stock of the Merging Corporation (the "MC Stock Certificate"), the Surviving Corporation (a) shall cancel the MC Stock Certificate, (b) shall cause the Merging Corporation to properly endorse and surrender the stock certificate of the Surviving Corporation (the "SC Stock Certificate") owned and held by it representing 100% of the fully paid and non-assessable common stock of the Surviving Corporation (the "SC Stock") and (c) shall, in exchange for the Sole Shareholder's endorsement and surrendering of the MC Stock Certificate, cancel the SC Stock Certificate and shall issue and deliver to and in the name of the Sole Shareholder a new stock representing the SC Stock (the "New SC Stock Certificate").

4.2. *Cancellation of Shares.* On the Effective Date, as stated above, each share of stock of the Merging Corporation that is then issued and outstanding shall, by virtue of the merger and without any further action on the part of the Merging Corporation or the Surviving Corporation, be immediately canceled.

4.3. *Continuation of Shares.* On the Effective Date, as stated above, each share of SC Stock that is issued and outstanding immediately prior to the Effective Date shall, as more fully described in Section 4.1 above, be transferred to the Sole Shareholder and shall continue, under the New SC Stock Certificate, to be an issued and outstanding share of the Surviving Corporation.

#### **ARTICLE V EFFECTIVE DATE**

The merger of the Merging Corporation and the Surviving Corporation shall be effective (the "Effective Date") upon the filing of the Articles of Merger in accordance with the Act. Articles of Merger shall not be filed until this Plan of Merger has been approved by the sole director and the sole shareholder of the Merging Corporation and the Surviving Corporation.

#### **ARTICLE VI INTENT**

It is the intent of the Merging Corporation and the Surviving Corporation that the transaction contemplated by this Plan of Merger shall constitute a merger under the Act and qualify as a tax-free corporate reorganization within the meaning of § 368 of the Internal Revenue Code, as amended.

#### **ARTICLE VII GOVERNING LAW**

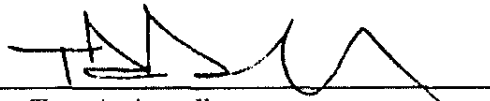
This merger will take place in accordance with the Act.

*[Remainder of Page Intentionally Left Blank; Signature Page Follows]*

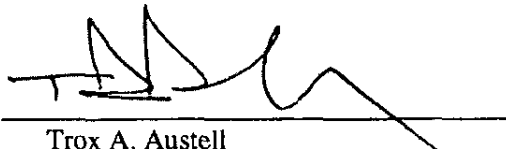


IN WITNESS WHEREOF, the parties hereto have duly executed this Plan of Merger as of the day and year first above written.

**CREATIVE MANAGEMENT TECHNOLOGY, INC.**

By:   
Trox A. Austell  
President and CEO

**CMTI, INC.**

By:   
Trox A. Austell  
President and CEO