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October 2, 2001

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Photera Acquisition Corp. into Photera Technologies, Inc.

*Merger*

Filing Evidence

- ☐ Plain/Confirmation Copy  
☒ Certified Copy - 2 sets please

Retrieval Request

- ☐ Photocopy  
☐ Certified Copy

Type of Document

- ☐ Certificate of Status  
☐ Certificate of Good Standing  
☐ Articles Only  
☐ All Charter Documents to Include Articles & Amendments  
☐ Fictitious Name Certificate  
☐ Other

FILED

01 OCT -2 PM 2:21

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED

01 OCT -2 AM 10:03

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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-10/02/01--01025--016  
\*\*87.50 \*\*\*\*\*87.50

*AR*  
10/2/01

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

PHOTERA ACQUISITION CORP., a California corp. not authorized to transact  
business in Florida

INTO

**PHOTERA TECHNOLOGIES, INC.**, a Florida entity, P00000006019

File date: October 2, 2001

Corporate Specialist: Annette Ramsey

## **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>
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Photera Technologies, Inc. Florida

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

<u>Name</u>	<u>Jurisdiction</u>
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Photera Acquisition Corp. California

**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 July 30, 2001

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ 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 July 30, 2001

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

*(Attach additional sheets if necessary)*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

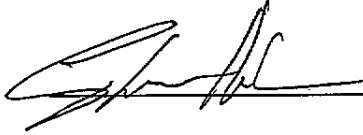
**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature

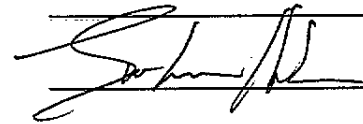
Typed or Printed Name of Individual & Title

Photera Technologies, Inc.



Graham Flint, President

Photera Acquisition Corp.



Graham Flint, President

## **PLAN OF MERGER**

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
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<u>Photera Technologies, Inc.</u>	<u>Florida</u>
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**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
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<u>Photera Acquisition Corp.</u>	<u>California</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

**Third:** The terms and conditions of the merger are as follows:

- \* Photera Acquisition Corp. shall be merged into Photera Technologies, Inc.
- \* The outstanding shares of Photera Technologies, Inc. shall remain outstanding and are not affected by the merger.
- \* The Board of Directors of Photera Technologies, Inc. is authorized to amend this Plan of Merger.

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

- \* Each outstanding share of Photera Acquisition Corp. shall be converted into one share of Photera Technologies, Inc.

*(Attach additional sheets if necessary)*

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THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

None.

**OR**

Restated articles are attached: None.

Other provisions relating to the merger are as follows: None.