

P00000009139

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H08000027109 3)))



H080000271093ABC.

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 617-6380

From:
Account Name : HESKETT & HESKETT
Account Number : 120070000125
Phone : (918) 336-1773
Fax Number : (918) 336-3152

FILED
08 JAN 31 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
2008 JAN 31 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

American Merchant Data Merger, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	09
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing Menu

Help

Morgan
2.4.08

AGREEMENT OF MERGER
OF
AMERICAN MERCHANT DATA SERVICE, INC., A FLORIDA CORPORATION
AND
AMERICAN MERCHANT DATA MERGER, INC., A OKLAHOMA CORPORATION

FILED
08 JAN 31 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS AGREEMENT OF MERGER (the "Agreement") dated as of January 31, 2008 (the "Effective Date"), is made and entered into by and between *American Merchant Data Service, Inc.*, a Florida Corporation ("*AMDS Florida*"), and *American Merchant Data Merger, Inc.*, a Oklahoma Corporation ("*AMDS Oklahoma*"), which corporations are sometimes referred to herein as the "Constituent Corporations."

WITNESSETH:

WHEREAS, *AMDS Florida* is a corporation organized and existing under the laws of the State of Florida and has an authorized capital of 120,000,000 shares of capital stock, of which 100,000,000 shares are common stock, \$.0001 par value per share (the "*AMDS Florida Common Stock*"), of which 95,910,983 shares of *AMDS Florida Common Stock* are issued and outstanding, and 20,000,000 shares are Preferred Stock, \$.0001 par value per share (the "*AMDS Florida Preferred Stock*"), of which 501 Series 'A' shares of *AMDS Florida Preferred Stock* are issued and outstanding; and

WHEREAS, *AMDS Oklahoma* is a corporation organized and existing under the laws of the State of Oklahoma and has an authorized capital of 120,000,000 shares of capital stock, of which 100,000,000 shares are common stock, \$.0001 par value per share (the "*AMDS Oklahoma Common Stock*"), of which no shares of *AMDS Oklahoma Common Stock* are issued and outstanding, and 20,000,000 shares are Preferred Stock, \$.0001 par value per share (the "*AMDS Oklahoma Preferred Stock*"), of which no shares of *AMDS Oklahoma Preferred Stock* are issued and outstanding; and

WHEREAS, the respective Boards of Directors of *AMDS Florida* and *AMDS Oklahoma* have determined that it is in the best interests of *AMDS Florida* and *AMDS Oklahoma*, and their respective shareholders, that *AMDS Florida* merge with and into *AMDS Oklahoma* (the "Merger"); and

WHEREAS, the respective Boards of Directors and shareholders of the Constituent Corporations have approved this Agreement and the Merger; and

WHEREAS, the parties intend by this Agreement to effect a reorganization under Section 368 of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the premises, the mutual covenants herein contained and other good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree that *AMDS Florida* shall be merged into *AMDS Oklahoma* upon the terms and conditions set forth.

(((H08000027109 3)))

ARTICLE I MERGER

1.1 MERGER. On the Effective Date of the Merger as provided herein, *AMDS Florida* shall be merged into *AMDS Oklahoma*, the separate existence of *AMDS Florida* shall cease, and *AMDS Oklahoma* (hereinafter sometimes referred to as the "Surviving Corporation") shall continue to exist under the name of American Merchant Data Merger, Inc., by virtue of, and shall be governed by, the laws of the State of Oklahoma.

ARTICLE II CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1 ARTICLES OF INCORPORATION. The name of the Surviving Corporation shall be "American Merchant Data Merger, Inc." The Articles of Incorporation of the Surviving Corporation as in effect on the date hereof shall be the Articles of Incorporation of *AMDS Oklahoma* (the "Articles of Incorporation") without change unless and until amended in accordance with applicable law.

2.2 BYLAWS. The Bylaws of the Surviving Corporation as in effect on the date hereof shall be the Bylaws of *AMDS Oklahoma* (the "Bylaws") without change unless and until amended in accordance with applicable law.

2.3 OFFICERS AND DIRECTORS. Upon the Effective Date, the officers of *AMDS Oklahoma* shall be the officers of the Surviving Corporation, and the members of the Board of Directors of *AMDS Oklahoma* shall be the current members of the Board of Directors of the Surviving Corporation. Such persons shall hold office in accordance with the Bylaws until their respective successors shall have been appointed or elected.

If upon the Effective Date, a vacancy shall exist in the Board of Directors of the Surviving Corporation, such vacancy shall be filled in the manner provided by the Bylaws.

ARTICLE III EFFECT OF MERGER ON STOCK OF CONSTITUENT CORPORATIONS

3.1 CONVERSION OF SHARES. At the Effective Time, by virtue of the Merger and without any action on the part of the holder of any shares of *AMDS Florida Common Stock* or any shares of *AMDS Oklahoma Common Stock*:

(a) each share of *AMDS Oklahoma Common Stock* owned by *AMDS Florida* immediately prior to the Effective Time shall be canceled, and no payment shall be made with respect thereto; and

(b) each share of common stock of *AMDS Florida* outstanding immediately prior to the Effective Time shall be converted into and become one fully paid and nonassessable share of

(((H08000027109 3)))

(((H08000027109 3)))

common stock of the Surviving Corporation and such shares shall constitute the only outstanding shares of capital stock of the Surviving Corporation (the "Surviving Corporation Shares").

ARTICLE IV GENERAL

4.1 FURTHER ASSURANCES. Each of *AMDS Florida* and *AMDS Oklahoma* agrees that it will execute and deliver, or cause to be executed and delivered, all such deeds and other instruments and will take or cause to be taken such further or other action as the Surviving Corporation may deem necessary in order to vest in and confirm to the Surviving Corporation title to and possession of all the property, rights, privileges, immunities, powers, purposes and franchises, and all and every other interest of *AMDS Florida* and *AMDS Oklahoma* and otherwise to carry out the intent and purposes of this Agreement.

4.2 AMENDMENT. The Boards of Directors of *AMDS Florida* and *AMDS Oklahoma* may amend this Agreement at any time prior to the Effective Date.

4.3 TERMINATION. This Agreement may be terminated and the Merger abandoned at any time prior to the Effective Date, whether before or after shareholder approval of this Agreement, by the consent of the Board of Directors of *AMDS Florida* and *AMDS Oklahoma*. In the event this Agreement is terminated, it shall become wholly void and of no effect and no liability on the part of either Constituent Corporation, its Board of Directors or shareholders shall arise by virtue of such termination.

4.4 GOVERNING LAW. This Agreement shall be governed by and construed in accordance by the laws of the State of Oklahoma, without giving effect to the principles of conflicts of laws thereof.

4.5 FEES AND EXPENSES. All costs and expenses incurred in connection with this Agreement shall be paid by the party incurring such cost or expense.

4.6 COUNTERPARTS. This Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

* * * * *

(((H08000027109 3)))

((H08000027109 3)))

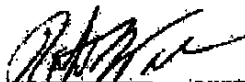
IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their respective duly authorized and appointed Officers, all as of the day and year first above written.

AMERICAN MERCHANT DATA MERGER, INC. ("AMDS Oklahoma")
a Oklahoma Corporation



Robert Wilson, as Chairman, President,
Secretary and Sole Director

AMERICAN MERCHANT DATA SERVICE, INC. ("AMDS Florida")
a Florida Corporation



Robert Wilson, as Chairman, President,
Secretary and Sole Director

((H08000027109 3)))

((H08000027109 3)))

WRITTEN CONSENT OF DIRECTORS
OF
AMERICAN MERCHANT DATA SERVICE, INC.

January 31, 2008

The undersigned, being the sole Director of American Merchant Data Service, Inc., a Florida corporation (the "Company"), does hereby adopt by this Written Consent, pursuant to the Florida General Corporation Law and in lieu of a meeting of the Board of Directors of the Company, the Resolutions set forth below, effective January 31, 2008.

WHEREAS the Board of Directors (the "Board") of the Company deems it advisable and in the company's best interest that the Company complete the Agreement and Plan of Merger (the "Agreement") attached as Exhibit "A", by and between the Company and American Merchant Data Merger, Inc., a Oklahoma corporation; and

WHEREAS the Board has determined that it is in the best interests of the shareholders to complete the domicile change and merger under the terms and conditions set forth in the Agreement;

NOW, THEREFORE, BE IT RESOLVED that the Company be, and it hereby is, authorized to complete the Agreement in substantially the form attached hereto as Exhibit "A", together with such changes and modifications as the officers of this Company shall in their sole and absolute discretion, deem appropriate and in the best interest of this Company, with such determination to be conclusively evidenced by their signatures on the Agreement; and

BE IT FURTHER RESOLVED that each and all of the actions of the officers of this Company taken to date in connection with the negotiation, execution, and delivery of the Agreement and of each document and Instrument contemplated therein or related thereto and each of the other actions of such officers associated with the transactions contemplated therein, is hereby ratified and confirmed.

EFFECTIVE as of the date set forth above.



Robert Willson, as Chairman, President,
Secretary and Sole Director

((H08000027109 3)))

WRITTEN CONSENT OF DIRECTORS
OF
AMERICAN MERCHANT DATA MERGER, INC.

January 31, 2008

The undersigned, being the sole Director of American Merchant Data Merger, Inc., a Oklahoma corporation (the "Company"), does hereby adopt by this Written Consent, pursuant to the Oklahoma General Corporation Law and in lieu of a meeting of the Board of Directors of the Company, the Resolutions set forth below, effective January 31, 2008.

WHEREAS the Board of Directors (the "Board") of the Company deems it advisable and in the company's best interest that the Company complete the Agreement and Plan of Merger (the "Agreement") attached as Exhibit "A", by and between the Company and American Merchant Data Service, Inc., a Florida corporation; and

WHEREAS the Board has determined that it is in the best interests of the shareholders to complete the domicile change and merger under the terms and conditions set forth in the Agreement;

NOW, THEREFORE, BE IT RESOLVED that the Company be, and it hereby is, authorized to complete the Agreement in substantially the form attached hereto as Exhibit "A", together with such changes and modifications as the officers of this Company shall in their sole and absolute discretion, deem appropriate and in the best interest of this Company, with such determination to be conclusively evidenced by their signatures on the Agreement; and

BE IT FURTHER RESOLVED that each and all of the actions of the officers of this Company taken to date in connection with the negotiation, execution, and delivery of the Agreement and of each document and instrument contemplated therein or related thereto and each of the other actions of such officers associated with the transactions contemplated therein, is hereby ratified and confirmed.

EFFECTIVE as of the date set forth above.



Robert Wilson, as Chairman, President,
Secretary and Sole Director

((H08000027109 3)))

**AMERICAN MERCHANT DATA SERVICE, INC.
ACTION OF THE STOCKHOLDERS
BY
WRITTEN CONSENT**

January 31, 2008

THE UNDERSIGNED, being the holders of 49,000,000 shares of common stock of American Merchant Data Service, Inc., a Florida Corporation ("American Florida") constituting 51.08% of the outstanding shares of voting common stock of the Corporation, and 501 shares of series 'A' preferred stock constituting 100% of the outstanding shares of voting preferred stock of the Corporation hereby adopts the following resolutions by written consent Pursuant to section 607.0123, Florida Statutes, as if duly adopted at a duly called and noticed meeting:

WHEREAS it is advisable and in the best interest to reorganize the Company as part of a merger pursuant to section 607.1105, Florida Statutes, by merging Company with and into American Merchant Data Merger, Inc., an Oklahoma corporation ("American Oklahoma") and by issuing shareholders of American Florida one share of capital stock in American Oklahoma for each share of capital stock of American Florida;

NOW THEREFORE BE IT RESOLVED, that, in order to implement the merger, the Company, and its officers and directors, is hereby authorized to execute, deliver and perform the Agreement and Plan of Merger which is attached hereto as Exhibit "A", and to file same with the Secretary of State of the State of Oklahoma and Florida; and

BE IT FURTHER RESOLVED that each and all of the actions of the officers of this Company taken to date in connection with the negotiation, execution, and delivery of the Agreement and of each document and instrument contemplated therein or related thereto and each of the other actions of such officers associated with the transactions contemplated therein, is hereby ratified and confirmed.

EFFECTIVE as of the date set forth above.

((H08000027109 3)))

JAN-31-2008 15:40
(((H08000027109 3)))

P.09/09

**AMERICAN MERCHANT DATA SERVICE, INC.
ACTION OF THE STOCKHOLDERS
BY
WRITTEN CONSENT**

January 31, 2008

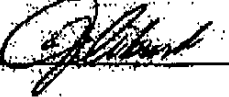
STOCKHOLDERS:

Name and Signature:

Number of Shares Held

ROSETTA GRANITE, INC.

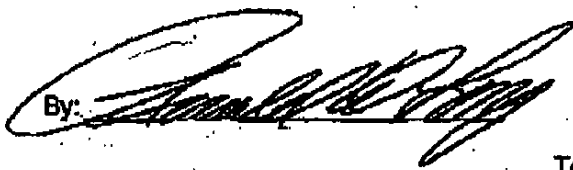
49,000,000
of common shares voting for

By: 

Total: 51.08%

VENTURE FUND II, INC.

501
of Series "A" Preferred shares
voting for

By: 

Total: 100%

(((H08000027109 3)))

TOTAL P.09