

CAPITAL CONNECTION, INC.

17 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-7870 • (800) 342-8962 • Fax (850) 222-1222

PO00000011961

Twist Associates, Inc.

RECEIVED DATE
12/29/00

<input checked="" type="checkbox"/>	Art of Inc. File	Merger
<input type="checkbox"/>	LTD Partnership File	
<input type="checkbox"/>	Foreign Corp. File	
<input type="checkbox"/>	L.C. File	
<input type="checkbox"/>	Fictitious Name File	200003503712-4
<input type="checkbox"/>	Trade/Service Mark	*****78.75 *****78.75
<input type="checkbox"/>	Merger File	
<input type="checkbox"/>	Art. of Amend. File	
<input type="checkbox"/>	RA Resignation	
<input type="checkbox"/>	Dissolution / Withdrawal	
<input type="checkbox"/>	Annual Report / Reinstatement	
<input checked="" type="checkbox"/>	Cert. Copy	
<input type="checkbox"/>	Photo Copy	
<input type="checkbox"/>	Certificate of Good Standing	
<input type="checkbox"/>	Certificate of Status	
<input type="checkbox"/>	Certificate of Fictitious Name	
<input type="checkbox"/>	Corp Record Search	
<input type="checkbox"/>	Officer Search	
<input type="checkbox"/>	Fictitious Search	
<input type="checkbox"/>	Fictitious Owner Search	
<input type="checkbox"/>	Vehicle Search	
<input type="checkbox"/>	Driving Record	
<input type="checkbox"/>	UCC 1 or 3 File	
<input type="checkbox"/>	UCC 11 Search	
<input type="checkbox"/>	UCC 11 Retrieval	
<input type="checkbox"/>	Courier	

Signature

Requested by:

Name

Date 12/18/00

Time 10:35

Walk-In

Will Pick Up

ARTICLES OF MERGER
Merger Sheet

MERGING:

TWIST ASSOCIATES, INC., a Florida corporation F96000000451

INTO

TWIST ASSOCIATES OF FLORIDA, INC., a Florida entity, P00000011961

File date: December 18, 2000 , Effective date December 29, 2000

Corporate Specialist: Annette Ramsey

EFFECTIVE DATE
12/29/00

FILED
00 DEC 18 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
TWIST ASSOCIATES, INC.,
an Illinois Corporation qualified to do business in Florida,
into
TWIST ASSOCIATES OF FLORIDA, INC, a Florida Corporation**

ARTICLES OF MERGER between **TWIST ASSOCIATES, INC.**, an Illinois corporation qualified to do business in Florida ("TAI") and **TWIST ASSOCIATES OF FLORIDA, INC.**, a Florida corporation.

Under §607.1105 of the Florida Business Corporation Act (the "Act"), **TAI** and **TAFI** adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated December 13, 2000 ("Plan of Merger"), between **TAI** and **TAFI** was approved and adopted by the shareholders of **TAI** on December 13, 2000 and was adopted by the shareholders of **TAFI** on December 13, 2000.

2. Under the Plan of Merger,

a. Article III of the Articles of Incorporation of **TAFI** shall be amended and restated in its entirety as follows:

ARTICLE III

The authorized capital stock which the corporation may issue shall be **ONE MILLION (1,000,000)** shares of **\$0.10** par value common stock, which shall be nonassessable and held, sold and paid for at such time as in such manner as the Board of Directors may from time to time determine.

b. all issued and outstanding shares of **TAI**'s stock will be acquired by means of a merger of **TAI** into **TAFI** with **TAFI** being the surviving corporation ("Merger").

3. The Plan of Merger is attached as **Exhibit A** and incorporated by reference as if fully set forth.

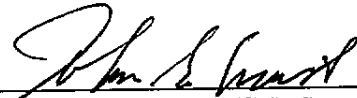
4. Under §607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on December 29, 2000 or the filing of these Articles of Merger with the Secretary of State of Florida, whichever date is later.

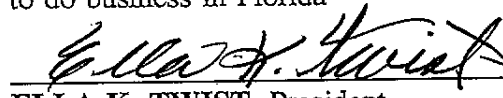
IN WITNESS WHEREOF, the parties have set their hands on December 13, 2000.

ATTEST:

TWIST ASSOCIATES, INC.,
an Illinois corporation qualified
to do business in Florida

By:



JOHN G. TWIST, Secretary


ELLA K. TWIST, President

ATTEST:

TWIST ASSOCIATES, INC.,
a Florida corporation

By:


JOHN G. TWIST, Secretary

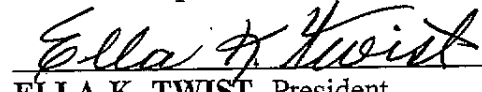

ELLA K. TWIST, President

EXHIBIT "A"

PLAN OF MERGER

Merger between **TWIST ASSOCIATES OF FLORIDA, INC.**, a Florida corporation (the "Surviving Corp.") and **TWIST ASSOCIATES, INC.**, an Illinois corporation qualified to do business in Florida,, (the "Disappearing Corp.") (collectively the "Constituent Corporations"). This Merger is being effected under this Plan of Merger ("Plan") in accordance with §§607.1101 *et seq.* of the Florida Business Corporation Act (the "Act").

1. **Articles of Incorporation.** The Articles of Incorporation of Surviving Corp., as in effect immediately before the Effective Date, with the following changes, shall be the Articles of Incorporation of the Surviving Corp. until further amended as provided by law. The changes to Surviving Corp.'s Articles of Incorporation, which shall take effect on the Effective Date, are as follows:

Article III of the Articles of Incorporation of the Surviving Corp. shall be amended and restated in its entirety as follows:

ARTICLE III

The authorized capital stock which the corporation may issue shall be **ONE MILLION (1,000,000)** shares of **\$0.10** par value common stock, which shall be nonassessable and held, sold and paid for at such time as in such manner as the Board of Directors may from time to time determine.

2. **Distribution to Shareholders of the Constituent Corporations.** On the Effective Date, each share of Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for an equal number of shares of Surviving Corp.'s common stock in accordance with this Plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp.'s stock without change as to number of shares; however, the par value of said shares shall be restated to be \$0.10 per share.

3. **Satisfaction of Rights of Disappearing Corp. Shareholders.** All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. **Fractional Shares.** Fractional shares of Surviving Corp.'s stock will not be issued. Former holders of Disappearing Corp. stock who would be entitled to receive fractional shares of Surviving Corp.'s stock on the Effective Date shall receive cash in an amount determined as follows:

The Total Stockholder's Equity in the Disappearing Corp. on the Effective Date of the

Merger shall be divided by the total number of outstanding shares to determine a share price (the Share Price"). Any fractional share shall be multiplied by the Share Price and that product shall be paid to in cash to the fractional shareholder within a reasonable period following the Merger.

5. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 of the Act.

6. Supplemental Action. If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

7. Filing with the Florida Secretary of State and Effective Date. On the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corp. and Surviving Corp. shall cause their respective Presidents (or Vice Presidents) to execute Articles of Merger in the form attached to this Agreement as Exhibit "A" and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with §607.1105(1)(b) of the Act, the Articles of Merger shall specify the "Effective Date," which shall be December 29, 2000 or the filing date of the Articles of Merger with the Secretary of State, whichever date is later.

8. Filing with the Illinois Secretary of State and Effective Date. On the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corp. and Surviving Corp. shall cause their respective Presidents (or Vice Presidents) to execute Articles of Merger Consolidation or Exchange in the form attached to this Agreement as Exhibit "B" and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger Consolidation or Exchange as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger Consolidation or exchange. Thereafter, such Articles of Merger Consolidation or Exchange shall be delivered for filing by Surviving Corp. to the Illinois Secretary of State.

9. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the

shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

10. Termination. At any time before the filing date, this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

EXHIBIT "A"

**ARTICLES OF MERGER
OF
TWIST ASSOCIATES, INC.,
an Illinois Corporation qualified to do business in Florida,
into
TWIST ASSOCIATES OF FLORIDA, INC, a Florida Corporation**

ARTICLES OF MERGER between **TWIST ASSOCIATES, INC.**, an Illinois corporation qualified to do business in Florida ("**TAI**") and **TWIST ASSOCIATES OF FLORIDA, INC.**, a Florida corporation.

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2. Under the Plan of Merger,

a. Article III of the Articles of Incorporation of **TAFI** shall be amended and restated in its entirety as follows:

ARTICLE III

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b. all issued and outstanding shares of **TAI**'s stock will be acquired by means of a merger of **TAI** into **TAFI** with **TAFI** being the surviving corporation ("**Merger**").

3. The Plan of Merger is attached as **Exhibit A** and incorporated by reference as if fully set forth.

4. Under §607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on December 29, 2000 or the filing of these Articles of Merger with the Secretary of State of Florida, whichever date is later.

IN WITNESS WHEREOF, the parties have set their hands on December 13, 2000.

ATTEST:

TWIST ASSOCIATES, INC.,
an Illinois corporation qualified
to do business in Florida

By: _____
JOHN G. TWIST, Secretary

ELLA K. TWIST, President

ATTEST:

TWIST ASSOCIATES, INC.,
a Florida corporation

By: _____
JOHN G. TWIST, Secretary

ELLA K. TWIST, President

EXHIBIT "B"

Form **BCA-11.25**

(Rev. Jan. 1999)

**ARTICLES OF MERGER
CONSOLIDATION OR EXCHANGE**

File #

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961
<http://www.sos.state.il.us>

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date

Filing Fee \$

Approved:

DO NOT SEND CASH!
Remit payment in check or money
order, payable to "Secretary of State."
Filing Fee is \$100, but if merger or
consolidation involves more than 2
corporations, \$50 for each additional
corporation.

1. Names of the corporations proposing to ~~consolidate~~^{merge}, and the state or country of their incorporation:
~~exchange shares~~

Name of Corporation	State or Country of Incorporation	Corporation File Number
TWIST ASSOCIATES, INC.	Illinois	38848224
TWIST ASSOCIATES OF FLORIDA, INC.	Florida	P00000011961

2. The laws of the state or country under which each corporation is incorporated permits such merger, consolidation or exchange.

3. (a) Name of the ~~new~~^{surviving} corporation: Twist Associates of Florida, Inc.
~~acquiring~~

- (b) it shall be governed by the laws of: Florida

If not sufficient space to cover this point, add one or more sheets of this size.

4. Plan of ~~consolidation~~^{merger} is as follows: SEE ATTACHED EXHIBIT "A"
~~exchange~~

5. Plan of ~~consolidation~~ ^{merger} ~~exchange~~ was approved, as to each corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under §11.30 — 90% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each Illinois corporation)

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.

(§ 11.20)

By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.220)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation

<u>Twist Associates, Inc.</u>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. (Not applicable if surviving, new or acquiring corporation is an Illinois corporation)

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

~~xxx The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:~~

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation

b. (Not applicable to 100% owned subsidiaries)

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was _____, _____
(Month & Day) (Year)

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received? ☐ Yes ☐ No

~~(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)~~

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated December, 2000
(Month & Day) (Year)

Twist Associates, Inc.
(Exact Name of Corporation)

attested by _____
(Signature of Secretary or Assistant Secretary)

by _____
(Signature of President or Vice President)

John G. Twist, Secretary
(Type or Print Name and Title)

Ella K. Twist, President
(Type or Print Name and Title)

Dated December, 2000
(Month & Day) (Year)

Twist Associates of Florida, Inc.
(Exact Name of Corporation)

attested by _____
(Signature of Secretary or Assistant Secretary)

by _____
(Signature of President or Vice President)

John G. Twist, Secretary
(Type or Print Name and Title)

Ella K. Twist, President
(Type or Print Name and Title)

Dated _____, _____
(Month & Day) (Year)

(Exact Name of Corporation)

attested by _____
(Signature of Secretary or Assistant Secretary)

by _____
(Signature of President or Vice President)

C-195.8 _____
(Type or Print Name and Title)

(Type or Print Name and Title)