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MERGER OR SHARE EXCHANGE

PBiz Capital, Inc.

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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, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
PBiz Capital, Inc.	Tennessee	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
K V I Capital, Inc.	Florida	P00000016557

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 01 / 03 / 06 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 12/29/05 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 12/29/05.

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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PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (this "Agreement"), is made and entered into this 3rd day of January, 2006 by and among PBiz Capital, Inc., a Tennessee corporation governed by Tennessee law ("Company"), and K V I Capital, Inc., a Florida corporation governed by Florida law ("Merging Company"). (Company and Merging Company are sometimes referred to collectively herein as the "Constituent Corporations").

Recitals

A. The Board of Directors of each of the Constituent Corporations has determined that a business combination between Company and Merging Company is in the best interests of its respective company.

B. The Board of Directors of each of the Constituent Corporations have approved the merger of Merging Company with and into Company (the "Merger"), upon the terms and conditions set forth in this Agreement and in accordance with the Tennessee Business Corporation Act and the Florida Business Corporation Act (collectively, the "Merger Laws"), whereby each share of capital stock of Merging Company ("Merging Company Stock") shall be canceled and whereby Company shall be the surviving corporation ("Surviving Corporation") of the Merger.

NOW, THEREFORE, in consideration of the premises, and the mutual covenants and agreements contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties, intending to be legally bound, agree as follows:

Section 1. The Merger

1.1 The Merger. Upon the terms and conditions set forth in this Agreement, and in accordance with the Merger Laws, Merging Company shall be merged with and into Company at the Effective Time (as defined in paragraph 1.2). At the Effective Time, the separate corporate existence of Merging Company shall cease, and Company shall continue as the Surviving Corporation.

1.2 Effective Time. Subject to the provisions of this Agreement, the Constituent Corporations shall file articles of merger (the "Articles of Merger") executed in accordance with the relevant provisions of the Merger Laws and shall make all other filings or recordings required under the Merger Laws. The Merger shall become effective upon January 3, 2006.

1.3 Effect of the Merger. The Merger shall have the effects of a merger as set forth in the Merger Laws and in this Agreement. Without limiting the foregoing, at and after the Effective Time, the Surviving Corporation shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; and all property, real, personal

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and mixed, and all debts due to either of the Constituent Corporations on whatever account, as well as for stock subscriptions and all other things in action or belonging to each of the Constituent Corporations, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property, rights, privileges, powers and franchises of the Surviving Corporation as they were of the Constituent Corporations; and the title to any real estate vested by deed or otherwise, in either of the Constituent Corporations, shall be thereafter vested in the Surviving Corporation and shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired; and all debts, liabilities and duties of the Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts and liabilities had been incurred by it.

Section 2.

Effect of the Merger on the Capital Stock of the Constituent Corporations

2.1 Effect on Capital Stock. As of the Effective Time, by virtue of the Merger:

(1) Capital Stock. As of the Effective Time, each issued and outstanding share of the Merging Company Stock shall be purchased for the sum of ten (10) dollars and other good and valuable consideration. This consideration shall be deemed to have been conveyed in full satisfaction of all rights pertaining to shares of Merging Company Stock, and there shall be no further registration or transfer of the shares of Merging Company Stock after the Effective Time.

(2) Cancellation of Company Stock. Each share of Merging Company Stock shall automatically be canceled and retired and shall cease to exist.

2.2 Certificate of Incorporation of Surviving Corporation. The Certificate of Incorporation of Company shall remain the Certificate of Incorporation of the Surviving Corporation from and after the Effective Time and until thereafter amended as provided by law.

2.3 Bylaws of the Surviving Corporation. The Bylaws of Company shall remain the Bylaws of the Surviving Corporation from and after the Effective Time and until thereafter amended as provided by law.

2.4 Directors and Officers of the Surviving Corporation. The directors and officers of the Company at the Effective Time shall, from and after the Effective Time, be the directors and officers of the Surviving Corporation and shall serve until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Certificate of Incorporation and Bylaws.

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Lydia Lott

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IN WITNESS WHEREOF, the parties hereto have executed this Plan and Agreement of Merger as of the date first above written.

COMPANY:

PBIZ CAPITAL, INC.

By: 

Name: Michael L. Berman

Title: Vice President and Secretary

MERGING COMPANY:

KVI CAPITAL, INC.

By: 

Name: Michael L. Berman

Title: Vice President and Secretary

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