

P00000030864
Document Number Only

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Tallahassee, FL 32301
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fedex 11415534-9 Corporation(s) Name

Everpoint Incorporated

Merger

Merging into: Everpoint Incorporated

☐ Profit
☐ Nonprofit

☐ Amendment

☒ Merger

☐ Foreign
☐ LLC

☐ Dissolution
☐ Withdrawal

☐ Mark

☐ Limited Partnership
☐ Reinstatement

☐ Annual Report
☐ Reservation
☐ Fictitious Name

☐ Other
☐ Ch. RA
☐ UCC

☒ Certified Copy

☐ Photocopies

☐ CUS

☐ Parts/amends/mergers ☐ Other-See Above

☒ Walk in

☒ Pick-up

☐ Will Wait

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Jeffrey Butterfield

Thank You!

RECEIVED
00 APR 6 PM 4:54
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

EVERPOINT INCORPORATED, a Texas corp. not authorized to transact
business in Florida

,

INTO

EVERPOINT INCORPORATED, a Florida entity, P00000030864

File date: April 7, 2000

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER
OF
EVERPOINT INCORPORATED
WITH AND INTO
EVERPOINT INCORPORATED

FILED
00 APR -7 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Statutes, the undersigned hereby certify that:

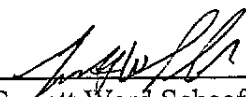
1. EverPoint Incorporated, a Texas corporation ("EverPoint-Texas") shall be merged with and into EverPoint Incorporated, a Florida corporation ("EverPoint-Florida") (the "Merger"), which shall be the Surviving Corporation.

2. The Agreement and Plan of Merger dated as of March 31, 2000, pursuant to which the Merger shall be accomplished which is attached hereto, was adopted in accordance with Section 607.1101 of the Florida Statutes, and by the shareholders of EverPoint-Texas by unanimous written consent dated as of March 31, 2000, and by the shareholders of EverPoint-Florida by unanimous written consent dated as of March 31, 2000.

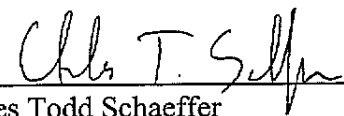
3. The Merger shall become effective on the day that these Articles of Merger have been filed with the Secretary of the State of Florida.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of EverPoint-Texas and EverPoint-Florida by their respective authorized officers as of April 3, 2000.

EVERPOINT INCORPORATED, a Texas
corporation

By: 
Garrett Ward Schaeffer
President

EVERPOINT INCORPORATED, a Florida
corporation

By: 
Charles Todd Schaeffer
Chief Executive Officer

AGREEMENT AND PLAN OF MERGER

OF

EVERPOINT INCORPORATED,

a Texas corporation

WITH AND INTO

EVERPOINT INCORPORATED,

a Florida corporation

This Agreement and Plan of Merger (the "Merger Agreement"), dated as of March 31, 2000, is made by and between Everpoint Incorporated, a corporation organized and existing under the laws of the State of Texas (the "Corporation") and Everpoint Incorporated, a corporation organized and existing under the laws of the State of Florida ("Everpoint" or the "Surviving Corporation").

RECITALS

Pursuant to this Agreement and Plan of Merger, the Corporation shall be merged with and into Everpoint (the "Merger") and, incident to the Merger, every share of the issued and outstanding shares of the common stock of the Corporation shall be converted into one share of the common stock of the Surviving Corporation and all the issued and outstanding shares of the Corporation shall be cancelled. Each of the parties hereto wishes to set forth in this Merger Agreement the terms and conditions of the Merger, the mode of carrying the Merger into effect, the manner and basis of converting the outstanding shares of the Corporation into shares of the Surviving Corporation, and such other terms and conditions as may be required or desired and permitted. The Board of Directors of the Corporation and Everpoint deem the Merger desirable and in the best interests of its shareholders and each Director has, by unanimous consent in writing, adopted and approved this Merger Agreement and directed that this Merger Agreement be submitted to its respective shareholders for their approval.

AGREEMENT

In consideration of the mutual covenants set forth in this Merger Agreement, the parties agree as follows:

1. On the Effective Date (as defined in paragraph 6 below), in accordance with the provisions of this Merger Agreement, the Florida Business Corporation Act, and the Texas Business Corporation Act, the Corporation shall be merged with and into Everpoint, which shall be the surviving corporation and the separate existences of the Corporation shall cease. The Surviving Corporation shall possess and retain every interest in all assets and properties of every description and wherever located of the Corporation. The rights, privileges, immunities, powers, franchises and authority, public as well as private, of the Corporation shall be vested in the Surviving Corporation without further act. All obligations due to the

Corporation shall be vested in the Surviving Corporation without further act. The Surviving Corporation shall be liable for all of the obligations of the Corporation existing as of the Effective Date.

2. The Articles of Incorporation of Everpoint as in effect on the Effective Date shall remain in effect and be the Articles of Incorporation of the Surviving Corporation.

3. The Bylaws of Everpoint as in effect on the Effective Date shall remain in effect and be the Bylaws of the Surviving Corporation.

4. The Board of Directors and officers of Everpoint at the Effective Date shall be the Board of Directors and officers, respectively, of the Surviving Corporation, until their successors shall have been elected or appointed, as the case may be, and duly qualified.

5. On the Effective Date, by virtue of the Merger and without any further act, the issued and outstanding shares of the common stock of the Corporation (the "Corporation Common Stock") shall be cancelled and the shareholders of the Corporation shall receive the same number of and type of shares of the Surviving Corporation as they held in the Corporation. Every share of the Corporation's common stock shall be exchanged for one share of the Surviving Corporation's common stock.

6. The Merger shall become effective on the day that the Articles of Merger have been filed by both the Secretary of State of Florida and the Secretary of State of Texas (the "Effective Date").

[Signatures on next page.]

IN WITNESS WHEREOF, the Corporation and Everpoint have caused this Merger Agreement to be signed in their corporate names by an authorized officer as of the day and year first above written.

EVERPOINT INCORPORATED, a Texas
corporation

By: Chuck Schaeffer
Name: Chuck Schaeffer
Title: CEO

EVERPOINT INCORPORATED, a Florida
corporation

By: Chuck Schaeffer
Name: Chuck Schaeffer
Title: CEO