

May 30 00 12:20p

CloverLeaf Capital

(407) 905-9695

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Division of Corporations

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P00000030960

Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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Account Number : I19990000230

Phone : (407) 905-9699

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EFFECTIVE DATE

12-1-2000

MERGER OR SHARE EXCHANGE

CEREBUS CONSULTING, INC.

Certificate of Status	0
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ARTICLES OF MERGER
Merger Sheet

MERGING:

CEREBUS CORPORATION, a New Mexico Corporation, not qualified in Florida

INTO

CEREBUS CONSULTING, INC., a Florida entity, P00000030960

File date: May 30, 2000, effective June 1, 2000

Corporate Specialist: Karen Gibson

MAY 30, 2000

CEREBUS CONSULTING, INC.
2704 REW CIRCLE SUITE 105
OCOOE, FL 34761

SUBJECT: CEREBUS CONSULTING, INC.
REF: P00000030960

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KAREN GIBSON
CORPORATE SPECIALIST

FAX AUD. #: H00000026028
LETTER NUMBER: 100A00030409

Fax Audit No: H000000292292

STATE OF FLORIDA
ARTICLES OF MERGER
OF
CEREBUS CONSULTING, INC.
a Florida corporation,
INTO
CEREBUS CORPORATION
a New Mexico corporation

FILED
00 MAY 30 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

EFFECTIVE DATE

6-1-2000

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), the corporations herein named do hereby adopt the following articles of merger.

1. The Agreement and Plan of Merger effective June 1, 2000 (the "Plan of Merger") by and among CEREBUS CONSULTING, INC. a Florida corporation ("CFL" or the "Acquisition Corp") and CEREBUS CORPORATION, a New Mexico corporation (the "Company"), with Company merging with and into Acquisition Corp, has been adopted by the Board of Directors of Acquisition Corp effective June 1, 2000, by the Board of Directors of Company effective June 1, 2000, by CFL, as the sole shareholder of Acquisition Corp, effective June 1, 2000, and by the shareholders of Company effective June 1, 2000. A copy of the relevant portions of the Plan of Merger, as required by the provisions of section 607.1101 of the Act, is attached hereto as Exhibit A and made a part hereof.
2. Acquisition Corp shall continue in existence as the surviving corporation in accordance with its Articles of Incorporation.
3. The merger herein provided for shall be effective on June 1, 2000.

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Prepared by: E. Nicholas Davis III
CloverLeaf Capital Advisors, LLC
2704 Rew Circle, Suite 105
Ocoee, FL 34761
(407) 905-9699

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Executed as of the 21st day of May, 2000

Thomas Crane, President

Jeffrey Lunsford, President/CEO

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UNIVERSITY MICROFILMS DOCUMENTS REQUEST ARTICLE or MERGE, 1 IN 10, DOC

Fax Audit No: 4000000292292**EXHIBIT A****AGREEMENT AND PLAN OF MERGER**

This **AGREEMENT AND PLAN OF MERGER** (the "Agreement") is entered into this 26th day of May, 2000 by and among **CEREBUS CONSULTING, INC.**, a Florida corporation ("CL" or the "Acquisition Corp"), **CEREBUS CORPORATION**, a New Mexico corporation ("CNM" or the "Company") and those individuals executing the signature page to this Agreement (hereinafter individually referred to as "Shareholder" and collectively as the "Shareholders").

Recitals:

- A. The Company is the owner and operator of a computer consulting business (the "Business") with a main address of:
- 4600A Montgomery Blvd., NE, Suite 205
Albuquerque, New Mexico 87109
- B. The Company's billing and administrative offices are located at 4600A Montgomery, NE, Suite 205, Albuquerque, NM
- C. The Company has authorized one hundred thousand (100,000) shares of its common stock, \$9.00 par value per share (the "Company Shares" or "Company Stock") of which the Shareholders own one hundred thousand (100,000) Company Shares, which shares represent one hundred percent (100%) of all the issued and outstanding shares of capital stock of the Company.
- D. The Company will, immediately after the execution of this Agreement, file articles of merger with the Secretary of State of the State of New Mexico and the Acquisition Corp. will file articles of merger with the Secretary of State of the State of Florida thereby statutorily merging the Company into Acquisition Corp, (such merger being referred to herein as the "Merger"). The Merger shall be in accordance with this Agreement, the Articles of Merger, the Florida Business Corporation Act (the "Florida Statute") and the Business Corporation Law of the State of New Mexico (the "New Mexico Statute").
- E. The Shareholders shall receive in exchange for their Company Shares, the Merger Consideration as set forth in the Agreement subject the terms and conditions hereof.

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Prepared by: E. Nicholas Davis III
CloverLeaf Capital Advisors, LLC
2704 Rew Circle, Suite 105
Ocoee, FL 34761
(407) 905-9699

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- F. The Merger shall constitute a "B" Reorganization structured as a "forward subsidiary merger" pursuant to Section 368(a)(1)(B) of the Internal Revenue Code, as amended.

ARTICLE I. THE MERGER

1.1. The Merger. As of the Effective Date (as hereinafter defined) and in accordance with the applicable provisions of the Florida Statute and the New Mexico Statute, the Company shall be merged with and into the Acquisition Corp, in accordance with the terms and conditions of this Agreement and the articles of merger, subject to such changes as to form (but not substance) as may be required by the Florida Statute and the New Mexico Statute (hereinafter referred to as the "Articles of Merger"). The Acquisition Corp shall be the surviving corporation of the Merger (the Acquisition Corp, in such capacity, being hereinafter sometimes referred to as the "Surviving Corporation"). Thereupon, the separate existence of the Company shall cease, and the Acquisition Corp, as the Surviving Corporation, shall continue its corporate existence and shall keep the name "Corebus Consulting, Inc." in accordance with the Florida Statute, the New Mexico Statute and the Articles of Merger.

1.2. Effectiveness of the Merger. As soon as practicable upon or after the satisfaction or waiver of the conditions precedent set forth in the Agreement, the Acquisition Corp and the Company will execute the Articles of Merger, and shall file or cause to be filed such Articles of Merger with the Secretary of State of Florida and the Secretary of State of New Mexico; and, the subject Merger shall become effective for purposes of the business arrangement between the parties as of the close of business on June 1, 2000 notwithstanding that the statutory effective date shall be the later of (i) the filing of the Articles of Merger with the Secretary of the State of Florida or (ii) the approval of the Articles of Merger by the Secretary of State of New Mexico, if required (the "Effective Date").

1.3 Effect of the Merger. Upon the effectiveness of the Merger, (a) the Surviving Corporation shall own and possess all assets and property of every kind and description, and every interest therein, wherever located, and all rights, privileges, immunities, powers, franchises and authority of a public as well as of a private nature, of the Acquisition Corp and the Company (the "Constituent Corporations"), and all obligations owed to, belonging to or due to each of the Constituent Corporations, all of which shall be vested in the Surviving Corporation pursuant to the Florida Statute and the New Mexico Statute without further act or deed, and (b) the Surviving Corporation shall be liable for all claims, liabilities and obligations of the Constituent Corporations, all of which shall become and remain the obligations of the Surviving Corporation pursuant to the Florida Statute and the New Mexico Statute without further act or deed. Until such time as the Merger is approved under the Florida Statute and the New Mexico Statute, the

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Prepared by: E. Nicholas Davis III
CloverLeaf Capital Advisors, LLC
2704 Rew Circle, Suite 105
Ocoee, FL 34761
(407) 905-9699

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conduct of the parties will be such that the Company could be returned to the Shareholders in the same condition as it was at the Closing subject only to operations of the Business in the ordinary course.

1.4. Surviving Corporation. Upon the effectiveness of the Merger, the Articles of Incorporation and Bylaws of the Surviving Corporation shall be identical to those of the Surviving Corporation. The directors of the Surviving Corporation initially shall be Jeffrey J. Lunsford, Edward Hanson and Thomas J. Cranc, subject to the Surviving Corporation's Articles of Incorporation and Bylaws.

1.5. Subsequent Actions. If at any time after the Effective Date, the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments, assurance or any other actions or things are necessary or desirable to (i) vest, perfect or confirm of record or otherwise in the Surviving Corporation its right, title or interest in, to or under any of the rights, properties or assets of either Acquisition Corp or the Company acquired or to be acquired by the Surviving Corporation as a result of, or in connection with, the Merger or (ii) otherwise to carry out this Agreement, then the officers and directors of the Surviving Corporation shall be authorized to (x) execute and deliver, in the name and on behalf of either the Acquisition Corp or the Company, as the case may be, all such deeds, bills of sale, assignments and assurances and (y) to take and do, in the name of and on behalf of each corporation or otherwise, all such actions and things as may be necessary or desirable, to vest, perfect or confirm any and all right, title and interest in, to and under such rights, properties or assets in the Surviving Corporation or otherwise to carry out this Agreement.

1.6. Status and Conversion of Shares. Upon the Effective Date of the Merger:

(a) Each share certificate representing each outstanding share of capital stock of Acquisition Corp shall continue to be a share of issued and outstanding capital stock of the Surviving Corporation (the "Acquisition Corp Stock").

(b) The share certificates representing all the outstanding shares of capital stock of the Company (i.e., the Company Shares) issued and outstanding immediately prior to the effectiveness of the Merger shall, by virtue of the Merger and without any action on the part of the holder thereof, be deemed canceled and extinguished. In exchange for the merger of the Company into the Acquisition Corp, the Shareholders shall receive the Merger Consideration set forth and defined below (the "Merger Consideration").

1.7. Books and Records. On the Closing Date (as hereinafter defined), the Company shall deliver to the Acquisition Corp. all of the stock books, records and minute books of the Company. All financial and accounting books and records of the

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Prepared by: E. Nicholas Davis III
CloverLeaf Capital Advisors, LLC
2704 Rew Circle, Suite 105
Ocoee, FL 34761
(407) 905-9699

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Company, all tax returns and records of the Company, and all supplier, client, customer, sales and other business records of the Company shall be maintained in the offices of the Surviving Corporation in Albuquerque, NM.

ARTICLE II. MERGER CONSIDERATION

2.1. Shareholders Merger Consideration. In exchange for merging the Company into the Acquisition Corp and canceling and extinguishing the Company Shares in accordance with this Merger Agreement, the Shareholders, shall receive 100,000 shares of Common Stock, \$.001 par value, of the Surviving Corporation (the "CFL Shares"). The parties hereby agree and acknowledge that the capitalization of the Surviving Corporation as set forth herein will not change without the consent of a majority vote of the common shareholders of the Surviving Corporation.

2.2. Closing. Consummation of the contemplated transaction (the "Closing") shall take place on May 26, 2000 or on such other date or at such other time or place as may be mutually agreed upon in writing by the parties hereto (the "Closing Date"). Notwithstanding the foregoing Closing Date, the subject Merger shall become effective for the purposes of the business arrangement between the parties as of the close of business on June 1, 2000 notwithstanding that the statutory effective date shall be as of the later of (i) the filing of the Articles of Merger with the Secretary of the State of Florida or (ii) the acceptance of the Articles of Merger with the Secretary of the State of New Mexico (the "Effective Date").

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Prepared by: E. Nicholas Davis III

CloverLeaf Capital Advisors, LLC

2704 Rew Circle, Suite 105

Ocoee, FL 34761

(407) 905-9699

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