

P00000052492



FILED  
02 APR 19 PM 3:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 535753 7133928

AUTHORIZATION :

COST LIMIT : \$PPD

ORDER DATE : April 18, 2002

ORDER TIME : 2:30 PM

ORDER NO. : 535753-005

CUSTOMER NO: 7133928

200005294122--4  
-04/18/02--01002--015  
\*\*\*\*105.00 \*\*\*\*105.00

CUSTOMER: George J. Straschnov, Esq  
Law Offices  
373 Braden Avenue

Sarasota, FL 34243

ARTICLES OF MERGER

ACERTION, INC., CERTION  
CORPORATION, TELEPHONY  
SOLUTIONS, INC.

INTO

ACERTION, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN, STAMPED COPY

C. Coulliette APR 22 2002

CONTACT PERSON: Jeanine Reynolds EXT 1133

EXAMINER'S INITIALS:

02 APR 18 PM 3:33  
RECEIVED

ARTICLES OF MERGER  
Merger Sheet

MERGING:

CERTION CORPORTION, a Florida corporation, P01000033634

TELEPHONY SOLUTIONS, INC., a Florida corporation, P97000040862

INTO

**ACERTION, INC.**, a Florida entity, P00000052492.

File date: April 19, 2002

Corporate Specialist: Cheryl Coulliette



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

April 19, 2002

CSC  
ATTN: JEANINE  
TALLAHASSEE, FL

SUBJECT: ACERTION, INC.  
Ref. Number: P00000052492

We have received your document for ACERTION, INC. and check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

We must have the manner of adoption included as part of the merger filing. You only have the fact that the merger was approved by each corporation. You need to be specific in the nature of adoption.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 102A00023537

**RESUBMIT**  
Please give original  
submission date as file date.

RECEIVED  
02 APR 22 AM 10 31  
DIVISION OF CORPORATIONS

## Articles Of Merger

The following Articles of Merger are being submitted in accordance with section 607.1105 Florida Statutes.

**FIRST:** The exact name, street address or its principal office, jurisdiction, and entity type for each merging party are as follows:

Name and Street Address	Jurisdiction	Entity Type
<b>Acertion, Inc.</b> 373 Braden Ave. Suite 101 Sarasota, FL 34243	Florida	For Profit Corporation

Florida Registration Number: P00000052492

FEI number: 651053789

**Certion Corporation**  
373 Braden Ave.  
Suite 101  
Sarasota, FL 34243

Florida

For Profit Corporation

Florida Registration Number: P01000033634

FEI number: none

**Telephony Solutions, Inc.**  
373 Braden Ave.  
Suite 101  
Sarasota, FL 34243

Florida

For Profit Corporation

Florida Registration Number: P97000040862

FEI number: 593439119

**SECOND:** The exact name, street address of its principal office, jurisdiction and entity type of the surviving party are as follows:

**Acertion, Inc.**  
373 Braden Ave.  
Suite 101  
Sarasota, FL 34243

Florida

For Profit Corporation

Florida Registration Number: P00000052492 FEI number:


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02 APR 19 PM 3:14  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**THIRD:** The attached Plan Of Merger meets the requirements of section 607.1101, Florida Statutes, and was approved by each corporation that is party to the merger in accordance with chapter 607, Florida Statutes.


**FOURTH:** The Plan of Merger was adopted as of January 1, 2002. The effective date, pursuant to 607.1105, shall be the date of filing with the Secretary of State. Adoption of the Plan was by unanimous vote at a special meeting of the Directors and Shareholders of each company.

**FIFTH:** Signatures for Each Party:

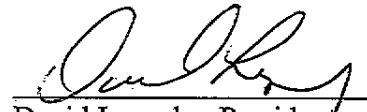
Acertion, Inc.

  
Jeffrey Nelson, CEO

Certion Corporation

  
Gerald Blackie, Chairman

Telephony Solutions, Inc.

  
David Lenosky, President

## Plan of Merger

The following plan of merger has been prepared in accordance with sections 607.1105 Florida Statutes.

**FIRST:** The name and jurisdiction of each merging party are as follows:

**Acertion, Inc.** Sarasota, Florida  
373 Braden Ave.  
Suite 101  
Sarasota, FL 34243

**Certion Corporation**  
373 Braden Ave.  
Suite 101  
Sarasota, FL 34243

**Telephony Solutions, Inc.** Sarasota, Florida  
373 Braden Ave.  
Suite 101  
Sarasota, FL 34243

**SECOND:** The name and jurisdiction of each surviving party is as follows:

**Acertion, Inc.** Sarasota, Florida  
373 Braden Ave.  
Suite 101  
Sarasota, FL 34243

**THIRD:** The terms and conditions of the merger are as follows:

Certion Corporation owns 100% of the issued and outstanding shares of Telephony Solutions, Inc. Certion Corporation also owns 50% of the issued and outstanding shares of Acertion, Inc. It is the desire of the boards of Certion Corporation, Telephony Solutions, Inc., and Acertion, Inc., that the operations of the three entities be merged for their mutual benefit. Certion Corporation and Telephony Solutions, Inc. will cease to exist and the surviving entity shall be named Acertion, Inc. It is intended that the exchange of stock shall be treated as a like-kind tax-free event pursuant to the relevant provisions of the United States Revenue Code.

**FOURTH:** The manner and basis of converting the interests and shares of each merged party into the securities of the survivor are as follows: Acertion, Inc., will issue to the shareholders of Certion Corporation shares equal to 66.6% of the total issued and outstanding shares of Acertion, Inc. In return, Certion Corporation will surrender to

Acertion, Inc., 100% of the issued and outstanding shares of Certion Corporation, the assets of which include its 100% ownership of Telephony Solutions, Inc. Acertion, Inc. will thereafter dissolve Certion Corporation and Telephony Solutions, Inc. There are no presently existing rights to acquire shares, interests or obligations in any of the merged parties or the surviving party.