

Ph00000070281

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DIVISION OF CORPORATION



600011172036

Mersen

02/12/03--01027--020 **70.00

02/12/03--01027--021 **8.75

FILED
03 FEB 12 PM 5:00
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

APR 2/14/0

X00789, 00711, 00672

ARTICLES OF MERGER
Merger Sheet

MERGING:

PRESIDION ACQUISITION SUB, INC., a Florida corporation P03000015650

INTO

PRESIDION SOLUTIONS, INC., a Florida entity, P00000070281

File date: February 12, 2003

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE
Ken Detzner
Secretary of State

February 13, 2003

Capital Connection, Inc.
417 E. Virginia St.
Suite 1
Tallahassee, FL 32301

SUBJECT: PRESIDION SOLUTIONS, INC.
Ref. Number: P00000070281

We have received your document for PRESIDION SOLUTIONS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

If shareholder approval was not required, a statement to that effect must be contained in the merger for each applicable corporation.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Document Specialist

Letter Number: 703A00009723

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DIVISION OF CORPORATIONS

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301

(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Presidion Solutions Inc

File 2nd

Signature _____

Requested by: Alv 2/12

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

- _____ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- ☒ _____ Merger File _____
- ☒ _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ _____ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with Section 607.1105 of the Florida Business Corporation Act:

1. The name of the Surviving Corporation is Presidion Solutions, Inc., a Florida corporation (the "Surviving Corporation").
2. The name of the Merging Corporation is Presidion Acquisition Sub, Inc., a Florida corporation (the "Merging Corporation").
3. The Plan of Merger is attached as Exhibit A.
4. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.
5. The Plan of Merger was adopted by the Board of Directors of the Surviving Corporation on February 11, 2003. Shareholder approval was not required.
6. The Plan of Merger was adopted by the Board of Directors of the Merging Corporation on February 11, 2003. Shareholder approval was not required.

**Presidion Solutions, Inc.,
a Florida corporation**

By: James E. Baier
Printed/Typed Name: JAMES E. BAIER
Title: SECRETARY
Date: 2/11/, 2003

**Presidion Acquisition Sub, Inc.,
a Florida corporation**

By: Kenneth O. Lipscomb
Printed/Typed Name: Kenneth O. Lipscomb
Title: CEO
Date: February 11, 2003

**MediaBus Network, Inc.,
a Florida corporation**

By: Kenneth O. Lipscomb
Printed/Typed Name: Kenneth O. Lipscomb
Title: CEO
Date: February 11, 2003

FILED
03 FEB 12 PM 5:00
TALLAHASSEE, FLORIDA
STATE DEPARTMENT OF
TALAHASSEE, FLORIDA

PLAN OF MERGER

The following Plan of Merger is submitted in compliance with Section 607.1101 of the Florida Business Corporation Act:

1. The name of the surviving corporation is Presidion Solutions, Inc., a Florida corporation (the "Surviving Corporation").
2. The name of the merging corporation is Presidion Acquisition Sub, Inc., a Florida corporation (the "Merging Corporation").
3. The terms and conditions of the merger are as follows:

Effective Date of Merger. The merger shall become effective upon the filing of the Articles of Merger with the Secretary of State of Florida.

Effect of Merger. Upon the Effective Date of the merger, the Merging Corporation shall be merged with and into the Surviving Corporation such that from the Effective Date, the separate existence of the Merging Corporation shall cease. The Surviving Corporation shall continue its corporate existence under the laws of the State of Florida and the merger shall not alter its Articles of Incorporation.

4. The manner and basis of converting the shares of each corporation into shares, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property area as follows:

In accordance with that certain Merger Agreement, dated February 11, 2003, between Mediabus Networks, Inc., the Surviving Corporation and the Merging Corporation, upon the effective date of the merger, all of the then issued and outstanding shares of capital stock of the Merging Corporation shall be converted into the same number of issued and outstanding shares of the Surviving Corporation, and all of the issued and outstanding shares of Presidion Solutions, Inc. shall be converted into 84,749,980 shares of common stock of Mediabus Networks, Inc.

PRESIDION SOLUTIONS, INC.
a Florida corporation

BY: James E. Bayers
ITS: SECRETARY JAMES E. BAYERS
DATE: 2-11-03

PRESIDION ACQUISITION SUB, INC.,
a Florida corporation

BY: Kenneth O. Lipscomb
NAME: Kenneth O. Lipscomb
ITS: CEO
DATE: February 11, 2003

MediaBus Network, Inc.,
a Florida corporation

By: Kenneth O. Lipscomb
Printed/Typed Name: Kenneth O. Lipscomb
Title: CEO
Date: February 11, 2003