

P00000074617

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

## Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H000000415174)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

## To:

Division of Corporations  
Fax Number : (850) 922-4000

## From:

Account Name : PORTER, WRIGHT, MORRIS & ARTHUR  
Account Number : 102233003533  
Phone : (941) 593-2900  
Fax Number : (941) 593-2990

FILED  
00 AUG -8 PM 4:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## MERGER OR SHARE EXCHANGE

U.D. TESTING ACQUISITION, INC.

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$87.50

merger / W / CHARGE

Electronic Filing Menu

Corporate Filing

Public Access Help

8-8-00  
DC

RECEIVED  
00 AUG -8 PM 12:38  
DIVISION OF CORPORATIONS

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

U.D. TESTING, INC., a Georgia corporation not authorized to transact business  
in the State of Florida

INTO

U.D. TESTING ACQUISITION, INC. which changed its name to  
**U.D. TESTING, INC.**, a Florida entity, P00000074617

File date: August 8, 2000

Corporate Specialist: Darlene Connell

**Fax Audit No. H 000000 41517 4**

**ARTICLES OF MERGER**

of

**U.D. Testing, Inc., a Georgia corporation**

with and into

**U.D. Testing Acquisition, Inc., a Florida corporation  
(executed in duplicate)**

**FILED**  
**00 AUG - 8 PM 4: 28**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**ARTICLE I**

The Plan of Merger is attached hereto and incorporated herein by reference.

**ARTICLE II**

The effective date of the Merger is 11:59 p.m. on August 8, 2000.

**ARTICLE III**

U.D. Testing, Inc., a Georgia corporation, approved the terms of the Plan of Merger on February 25, 2000 by its directors by written consent without a meeting and on March 13, 2000 at its annual meeting of its shareholders.

**ARTICLE IV**

U.D. Testing Acquisition, Inc., a Florida corporation, approved the Plan of Merger on August 8, 2000 by an action by unanimous written consent in lieu of a meeting of its sole shareholder and its directors. On August 8, 2000, the holder of all outstanding shares of U.D. Testing Acquisition, Inc. waived the mailing requirement for the Plan of Merger.

**ARTICLE V**

U.D. Testing Acquisition, Inc., a Florida corporation, has one outstanding share of Common Stock, and U.D. Testing, Inc., a Georgia corporation, owns all of the outstanding shares directly.

**Fax Audit No. H 000000 41517 4**


Fax Audit No. H 000000 41517 4

ARTICLE VI


The Articles of Incorporation of U.D. Testing Acquisition, Inc., a Florida corporation, are amended such that the name of the corporation shall be U.D. Testing, Inc.

Date: August 8, 2000

U.D. TESTING, INC.,  
Georgia corporation

  
Name: Robert S. Bennett  
Its: President

U.D. TESTING ACQUISITION, INC.,  
Florida corporation

  
Name: Robert S. Bennett  
Its: President

Fax Audit No. H 000000 41517 4

**Fax Audit No. H 000000 41517 4**

**PLAN OF MERGER**

This Plan of Merger, is made as of August 8, 2000, between U.D. Testing, Inc., a Georgia corporation (the "Georgia Corporation"), and U.D. Testing Acquisition, Inc., a Florida corporation, which is a wholly owned subsidiary of the Georgia Corporation (the "Florida Corporation"). The Georgia Corporation and the Florida Corporation are collectively referred to as the "Constituent Corporations".

**Recitals**

A. The Florida Corporation is a corporation organized and existing under the laws of the State of Florida, with its principal office at 950 N. Collier Boulevard, Suite 207, Marco Island, Florida 34145.

B. The Florida Corporation is authorized to issue 12 million shares of Common Stock, \$.01 par value, of which one share is issued and owned by the Georgia Corporation.

C. The Georgia Corporation is a corporation organized and existing under the laws of the State of Georgia.

D. The Georgia Corporation is authorized to issue 20 million shares of Voting Common Stock, without par value, and 5 million shares of Non-Voting Common Stock, without par value, of which 9,404,625 shares of Voting Common Stock and no shares of Non-Voting Common Stock are issued and outstanding. There are options or other rights to acquire 555,000 shares of the Georgia Corporation authorized, issued, and outstanding.

E. The boards of directors and shareholders of the Constituent Corporations deem it desirable and in the best business interests of their respective Constituent Corporations that the Georgia Corporation be merged into the Florida Corporation pursuant to Sections 14-2-1101 *et. seq.* of the Georgia Business Corporation Code and Sections 607.1101 *et. seq.* of the Florida Business Corporation Act.

F. The parties intend that this transaction qualify as a "reorganization" within the meaning of Sections 368(a)(1)(A) and 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

**Agreement**

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the Constituent Corporations agree as follows:

**Fax Audit No. H 000000 41517 4**

**Fax Audit No. H 000000 41517 4**

1. **Merger.** At the Effective Time (defined below), the Georgia Corporation shall merge with and into the Florida Corporation (the "Merger"), which shall be the surviving corporation (the "Surviving Corporation") and which shall continue its corporate existence under the laws of the State of Florida following the Merger.

2. **Terms and Conditions.** At the Effective Time, the separate existence of the Georgia Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Georgia Corporation without the necessity of separate transfer. The Surviving Corporation shall be thereafter responsible and liable for all liabilities and obligations of the Georgia Corporation, and neither the rights of creditors nor any liens on the property of the Georgia Corporation shall be impaired by the Merger.

3. **Conversion of Shares.**

(a) The one share of the common stock of the Florida Corporation issued and outstanding immediately prior to the Merger shall be retired, and no shares of common stock or other securities of the Surviving Corporation shall be issued in respect thereof.

(b) Each share of Voting and Non-Voting Common Stock, without par value, of the Georgia Corporation issued and outstanding immediately prior to the Merger shall be converted into one share of the Common Stock, \$.01 par value, of the Surviving Corporation, which shares of common stock of the Surviving Corporation shall then be issued and outstanding.

(c) After the Effective Time, each holder of certificates formerly representing shares of common stock of the Georgia Corporation shall surrender such certificates to the Surviving Corporation or its duly appointed agent, in the manner that the Surviving Corporation shall legally require. On receipt of such share certificates, the Surviving Corporation shall issue and exchange such certificates for shares of Common Stock of the Surviving Corporation, representing the number of shares of stock of the Surviving Corporation to which the holder is entitled as provided above.

4. **Articles of Incorporation of the Surviving Corporation.** The Articles of Incorporation of the Florida Corporation existing immediately prior to the Effective Time of the Merger shall continue to be the Articles of Incorporation of the Surviving Corporation, except that the Articles of Incorporation of the Surviving Corporation shall be amended hereby to change the name of the corporation to "U.D. Testing, Inc."

5. **By-Laws of the Surviving Corporation.** The By-Laws of the Florida Corporation existing immediately prior to the Effective Time of the Merger shall continue to be the By-Laws of the Surviving Corporation.

**Fax Audit No. H 000000 41517 4**

Fax Audit No. H 000000 41517 4

6. **Directors and Officers of the Surviving Corporation.** The directors and officers of the Florida Corporation at the Effective Time of the Merger shall continue to be the directors and officers of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

7. **Effective Time of Merger.** The effective date and time of the Merger shall be 11:59 p.m. on August 8, 2000 (the "Effective Time").

8. **Approval by Shareholders.** This Plan of Merger shall be submitted, if it has not already been submitted, for the approval by consent of the shareholders of the Constituent Corporations in the manner provided by the applicable laws of the State of Florida and the State of Georgia.

9. **Dissenting Shareholders.** Shareholders of the Constituent Corporations who are entitled to vote and who dissent from the Merger will be entitled to such rights as are afforded to dissenting Shareholders under applicable state law.

10. **Abandonment of Merger.** This Plan of Merger may be abandoned by action of the Board of Directors of either the Georgia Corporation or the Florida Corporation at any time prior to the Effective Time on the happening of either of the following events:

(a) The Merger is not approved by the shareholders of either the Georgia Corporation or the Florida Corporation on or before December 31, 2000.


(b) In the judgment of the Board of Directors of either the Georgia Corporation or the Florida Corporation, the Merger would be impracticable because of the number of dissenting shareholders asserting rights under the laws of the State of Florida or the laws of the State of Georgia.

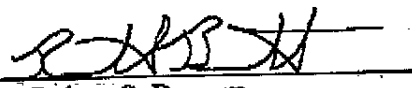
11. **Governing Law:** This Agreement shall be construed and enforced in accordance with the laws of the State of Florida without regard to its conflict of law principles.

IN WITNESS WHEREOF, the parties to this Agreement have signed below on the date and year first above written.

**U.D. TESTING, INC.,**  
a Georgia corporation

**U.D. TESTING ACQUISITION, INC.,**  
a Florida corporation

BY:   
Name: Robert S. Bennett  
Its: President

BY:   
Name: Robert S. Bennett  
Its: President

NAPLES2(59)0 v.01

Fax Audit No. H 000000 41517 4