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Division of Corporations

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MERGER OR SHARE EXCHANGE

FOSS INDUSTRIES, INC.

Certificate of Status	0
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ARTICLES OF MERGER
Merger Sheet

MERGING:

HIDDEN LABS, INC., a Florida corporation, document number P00000116961

HEALTH SYMMETRY, INC., a Florida corporation, document number
P01000089549

INCENTICA, INC., a Florida corporation, document number P02000006624

INTO

FOSS INDUSTRIES, INC., a Florida entity, P00000084956.

File date: July 11, 2002

Corporate Specialist: Karen Gibson

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ARTICLES OF MERGER
OF
HIDDEN LABS, INC.,
HEALTH SYMMETRY, INC.
AND
INCENTICA, INC.
INTO
FOSS INDUSTRIES, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act"), the following Articles of Merger are adopted among Foss Industries, Inc., a Florida corporation ("Surviving Corporation"), Hidden Labs, Inc., a Florida corporation ("Hidden Labs"), Health Symmetry, Inc., a Florida corporation ("Health Symmetry") and Incentica, Inc., a Florida corporation ("Incentica," together with Hidden Labs and Health Symmetry, the "Targets"):

1. Targets shall be merged with and into the Surviving Corporation pursuant to the Agreement and Plan of Merger (the "Plan of Merger") among Surviving Corporation and Targets, a true and correct copy of which is attached hereto as Exhibit A and is incorporated herein by reference.
2. The merger shall be effective on the date that these Articles of Merger are filed with the Florida Secretary of State (the "Effective Date").
3. The Articles of Incorporation of the Surviving Corporation as amended and in effect immediately prior to the Effective Date shall be the Articles of Incorporation of the Surviving Corporation.
4. The Plan of Merger was duly adopted, approved, certified, executed and acknowledged by each of the Surviving Corporation and Targets in accordance with Section 607.1101 of the Act. The Plan of Merger was duly adopted and approved by the shareholders of each of the Surviving Corporation and Targets on July 10, 2002 by a consent in writing signed by the holders of outstanding shares having not less than the minimum number of votes necessary to adopt such plan.

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IN WITNESS WHEREOF, the Surviving Corporation and Targets have caused these Articles of Merger to be executed by their respective officers as of July 10, 2002.

Foss Industries, Inc.

By: Mark Foss
Print Name: MARK Foss
Its: President

Health Symmetry, Inc.

By: Mark Foss
Print Name: MARK Foss
Its: President

Hidden Labs, Inc.

By: Mark Foss
Print Name: MARK Foss
Its: President

Incentica, Inc.

By: Mark Foss
Print Name: MARK Foss
Its: President

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Plan of Merger") is made and entered into as of this 16th day of July, 2002, by and among Foss Industries, Inc., a Florida corporation (the "Surviving Corporation"), Hidden Labs, Inc., a Florida corporation ("Hidden Labs"), Health Symmetry, Inc., a Florida corporation ("Health Symmetry") and Incentica, Inc., a Florida corporation ("Incentica," together with Hidden Labs and Health Symmetry, the "Merging Corporations"). The Merging Corporations and the Surviving Corporation are hereinafter sometimes referred to collectively as the "Constituent Corporations."

WITNESSETH:

WHEREAS, the directors of the Constituent Corporations have determined that it would be in the best interest of such corporations and their respective shareholders for the Merging Corporations to merge with and into the Surviving Corporation in accordance with Florida law,

NOW, THEREFORE, in consideration of the premises, and the mutual covenants, agreements, provisions and grants herein contained, the Constituent Corporations hereby agree and prescribe the terms and conditions of this Plan of Merger and the mode of carrying the same into effect, as follows:

1. **Merger.** Subject to and on the terms and conditions set forth herein, on the Effective Date (as defined in Section 2 below), the Merging Corporations shall be merged (the "Merger") with and into the Surviving Corporation, with the Surviving Corporation remaining the surviving corporation.
2. **Effective Date.** The Merger shall be effective on the date that these Articles of Merger are filed with the Florida Secretary of State (the "Effective Date").
3. **Effect of Merger.** Upon the Effective Date: (a) the Merging Corporations and the Surviving Corporation shall become a single corporation and the separate corporate existence of the Merging Corporations shall cease; (b) the Surviving Corporation shall succeed to and possess all the rights, privileges, powers and immunities of the Merging Corporations which, together with all of the assets, properties, business, patents, trademarks, copyrights and goodwill of the Merging Corporations, of every type and description wherever located, shall vest in the Surviving Corporation without further act or deed; (c) all rights of creditors and all liens upon any property of the Constituent Corporations shall remain unimpaired; and (d) the name of the Surviving Corporation shall remain and be Foss Industries, Inc., without further act or deed.
4. **Articles of Incorporation, Bylaws, Officers and Directors of Surviving Corporation.** Upon the Effective Date: (a) the Articles of Incorporation of the Surviving Corporation shall remain and continue as the Articles of Incorporation of the Surviving Corporation until amended in the manner provided by law; (b) the Bylaws of the Surviving Corporation shall remain and continue as the Bylaws of the Surviving Corporation until amended in the manner provided by law; and (c) the officers and directors of the Surviving Corporation

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shall remain and continue as the officers and directors of the Surviving Corporation until their successors are duly elected and qualified in the manner provided for in the Bylaws of the Surviving Corporation or by law.

5. **Conversion and Cancellation of Shares and Options.**

(a) Upon the Effective Date, all of the then-issued and outstanding shares of capital stock of Hidden Labs shall be converted into shares of the Surviving Company's common stock, no par value (the "Surviving Company Stock"). Such conversion shall be at the rate of forty (40) shares of Surviving Company Stock for one (1) share of Hidden Labs capital stock. Each option or warrant, if any, to purchase shares of the capital stock of Hidden Labs that is issued and outstanding immediately prior to the Effective Date, whether or not then vested or exercisable, shall be cancelled and the holder thereof shall be entitled to the same option agreement previously entered into, with Surviving Company Stock replacing the shares of Hidden Labs capital stock subject to such option, at the conversion rate set forth in the immediately preceding sentence. The resulting capital stock of Hidden Labs held in treasury by the Surviving Company shall thereafter be automatically canceled, without any action on the part of the Surviving Company.

(b) Upon the Effective Date, all of the then-issued and outstanding shares of capital stock of Health Symmetry shall be converted into shares of the Surviving Company's common stock, no par value (the "Surviving Company Stock"). Such conversion shall be at the rate of three hundred thirty (330) shares of Surviving Company Stock for one (1) share of Health Symmetry capital stock. Each option or warrant, if any, to purchase shares of the capital stock of Health Symmetry that is issued and outstanding immediately prior to the Effective Date, whether or not then vested or exercisable, shall be cancelled and the holder thereof shall be entitled to the same option agreement previously entered into, with Surviving Company Stock replacing the shares of Health Symmetry capital stock subject to such option, at the conversion rate set forth in the immediately preceding sentence. The resulting capital stock of Health Symmetry held in treasury by the Surviving Company shall thereafter be automatically canceled, without any action on the part of the Surviving Company.

(c) Upon the Effective Date, all of the then-issued and outstanding shares of capital stock of Incentica shall be converted into shares of the Surviving Company's common stock, no par value (the "Surviving Company Stock"). Such conversion shall be at the rate of three hundred thirty (330) shares of Surviving Company Stock for one (1) share of Incentica capital stock. Each option or warrant to purchase shares of the capital stock of Incentica that is issued and outstanding immediately prior to the Effective Date, whether or not then vested or exercisable, shall be cancelled and the holder thereof shall be entitled to the same option agreement previously entered into, with Surviving Company Stock replacing the shares of Incentica capital stock subject to such option, at the conversion rate set forth in the immediately preceding sentence. The resulting capital stock of Incentica held by the Surviving Company in treasury shall thereafter be automatically canceled and retired, without any action on the part of the Surviving Company.

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6. Articles of Merger. At the closing of the Merger, the parties shall promptly execute the Articles of Merger attached hereto as Exhibit A and incorporated herein by this reference and file same with the Secretary of State of Florida.

7. Governing Law. This Plan of Merger shall be governed and construed in accordance with the laws of the State of Florida.

8. Counterparts. This Plan of Merger may be executed in counterparts, each of which when so executed shall constitute an original copy hereof, but all of which together shall be considered but one and the same document.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger on the date first above written.

Foss Industries, Inc.

By: Mark Foss
Print Name: MARK FOSS
Its: President

Health Symmetry, Inc.

By: Mark Foss
Print Name: MARK FOSS
Its: President

Hidden Labs, Inc.

By: Mark Foss
Print Name: MARK FOSS
Its: President

Incentica, Inc.

By: Mark Foss
Print Name: MARK FOSS
Its: President

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