

# PDDDD00110021

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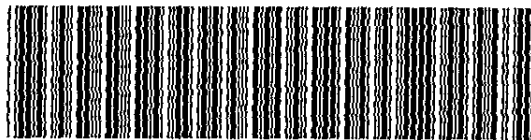
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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DEPT. OF REVENUE - STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

6/13/03  
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June 13, 2003

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**  
 Cardif Holdings, Inc. (FL) into Cardif Holdings, Inc. (DE)

**Filing Evidence**

- Plain/Confirmation Copy
- Certified Copy

**Retrieval Request**

- Photocopy
- Certified Copy

**Type of Document**

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

## ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Chapter 607 and Section 607.1105, F.S.

- First:** The name of the Surviving Corporation is Cardif Holdings, Incorporated, a Delaware Corporation.
- Second:** The name of the Merging Corporation is Cardif Holdings, Inc., a Florida Corporation, document number P00000110021.
- Third:** The Plan of Merger is attached.
- Forth:** The merger shall become effective on the date the Agreement of Merger is filed with the Delaware Secretary of State, Kent County.
- Fifth:** The Agreement of Merger was adopted by the Shareholders and the Board of Directors of the Surviving Corporation on June 6, 2003.
- Sixth:** The Plan of Merger was adopted by the Shareholders and Board of Directors of the Merging Corporation on June 6, 2003.

**Seventh:** SIGNATURES FOR EACH CORPORATION

Cardif Holdings, Incorporated,  
a Delaware Corporation.

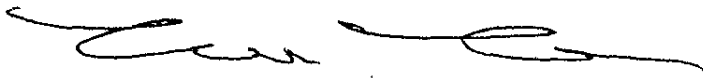


Manuel Millor  
Its duly authorized President

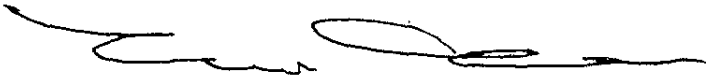


Manuel Millor, Secretary

Cardif Holdings, Inc.,  
a Florida Corporation.



Manuel Millor  
Its duly authorized President



Manuel Millor, Secretary

FILED  
03 JUN 13 PM 3:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**PLAN OF MERGER**  
**of**  
**CARDIF HOLDINGS, INC. and CARDIF HOLDINGS, INCORPORATED**

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Chapter 607 and Sections 607.1107 and 607.1108, Florida Statutes, and the laws of any applicable jurisdictions of incorporation, is hereby submitted.

This **PLAN OF MERGER** made and entered into this 6<sup>th</sup> day of June, 2003, by and between Cardif Holdings, Incorporated (hereinafter "Cardif-Delaware" or "Surviving Corporation"), a Delaware Corporation, and its directors, and Cardif Holdings, Inc. (hereinafter "Cardif-Florida"), a Florida Corporation, and its directors.

**Whereas** Cardif-Delaware and Cardif-Florida (hereinafter "Constituent Corporations") desire to merge pursuant to the applicable statutes of the States of Delaware and Florida, and in accordance with the terms and conditions hereinafter set forth, and

**Whereas** the Merger has been unanimously approved of by the Shareholders and the Boards of Directors for Cardif-Delaware and Cardif-Florida on June 6, 2003, and

**Whereas** Cardif-Delaware is duly organized and existing under the General Corporation Law of the State of Delaware, having been incorporated on the 14<sup>th</sup> of December, 2001, under the name Pinnacle America Holdings, Incorporated, with a subsequent Certificate of Amendment changing its name to Cardif Holdings, Incorporated, on the 23<sup>rd</sup> day of April 2002, and

**Whereas** Cardif-Florida is duly organized and existing under the General Corporation Law of the State of Florida, having been incorporated on the 29<sup>th</sup> day of November, 2000, under the name Pinnacle America Holdings, Inc., with subsequent Articles of Amendment changing its name to Cardif Holdings, Inc., on April 16, 2002, and

**Whereas** Cardif-Delaware has an authorized capital stock consisting of 2,500 shares of Common Stock with a par value of \$10,000.00 per share, of which 10 shares of Common Stock are now issued and outstanding, and

**Whereas** Cardif-Florida has an authorized capital stock consisting of 100,000 shares of Common Stock with a par value of \$10.00 each, all of which Common Shares are now outstanding.

Now, therefore, the Constituent Corporations do hereby agree with each other that Cardif-Florida be merged into the Surviving Corporation, pursuant to the applicable statutes of the States of Delaware and Florida, subject to the following terms and conditions:

1. **Surviving Corporation.** The Surviving Corporation shall be named Cardif Holdings, Incorporated.

2. **Certificate of incorporation of surviving corporation.** The Certificate of Incorporation of the Surviving Corporation, upon the effective date of this merger, shall be the Certificate of Incorporation of Cardif Holdings, Incorporated.

3. **Bylaws of surviving corporation.** The Bylaws of Cardif-Delaware in force on the effective date of the merger shall be the Bylaws of the Surviving Corporation until altered, amended, or repealed.

4. **Conversion of shares of the constituent corporations.** The manner of converting shares of the Constituent Corporations into shares of the Surviving Corporation shall be as follows:

- a. Each share of Common Stock of the par value of \$10,000.00 per share of Cardif-Delaware issued and outstanding on the effective date of the merger shall continue to be one share of Common Stock of the par value of \$10,000.00 per share of the Surviving Corporation, and
- b. Each share of Common Stock of the par value of \$10.00 of Cardif-Florida outstanding on the effective date of the merger shall be changed and converted into 1/1000 of a share of Common Stock, of the par value of \$10,000.00 per share, of the Surviving Corporation, which shares of Common Stock of the Surviving Corporation shall thereupon be issued and outstanding.

After the merger becomes effective, each holder of a Cardif-Florida certificate(s) may surrender the same to the Surviving Corporation or an agent appointed by it. Upon such surrender, each holder will be entitled to receive in exchange a certificate(s) representing the number of full shares of Common Stock of the Surviving Corporation into which the Common Shares of Cardif-Florida therefore represented by the certificate or certificates so surrendered shall have been changed and converted. Until so surrendered, each outstanding Cardif-Florida certificate shall be deemed, for all corporate purposes other than payment of dividends, to evidence ownership of the number of full shares of Common Stock of the Surviving Corporation into which the same shall have been so changed and converted. After the effective date of the merger, no dividends shall be payable to the holders of Cardif-Florida certificates until such certificate(s) shall be surrendered. Upon said surrender, there shall be paid to the holder the amount of such dividends which become payable with respect to such full shares of the Common Stock of the Surviving Corporation.

5. **Directors and officers.** The Board of Directors of the Surviving Corporation shall consist of the persons who are directors of the Cardif-Delaware when the merger becomes effective and such directors shall serve until successors are duly elected and qualified.

The persons who are officers of Cardif-Delaware when the merger becomes effective shall continue as such officers of the Surviving Corporation until the Board of Directors shall otherwise determine. Other persons may be elected or appointed to other offices from time to time according to the Bylaws of the Surviving Corporation.

6. **Capital stock.** On the effective date of the merger, the capital of the Surviving Corporation shall be an amount equal to the aggregate par value of all of the issued shares of capital stock of the Surviving Corporation, after giving effect to the terms and provisions of this Plan of Merger.

7. **Prohibited actions.** Prior to the effective date of the merger neither of the Constituent Corporations will engage in any activity or transaction other than in the ordinary course of business without first obtaining the approval of the other; and neither of them will

issue any rights to subscribe to, or to convert any obligation into, any shares of its capital stock, or issue or sell any shares of its capital stock otherwise than upon exercise of a right of purchase or conversion outstanding at the time of execution of this Plan of Merger.

8. **Effect of merger.** The merger shall become effective on the date of the Agreement of Merger is filed with the Delaware Secretary of State, Kent County. When the merger becomes effective, all the rights, privileges, powers, and franchises and all property and assets of every kind and description of Cardif-Florida shall be vested in and be held and enjoyed by the Surviving Corporation, without further act or deed; and all the estates and interests of every kind of the Constituent Corporations, including all debts due to either of them on whatever account, shall be as effectually the property of the Surviving Corporation as they were of the respective Constituent Corporations; and the title to any real estate vested by deed or otherwise in either of the Constituent Corporations shall not revert or be in any way impaired by reason of this merger; and all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired; and all debts, liabilities, and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by it.

To the extent permitted by law, from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, Cardif-Florida shall execute and deliver, or cause to be executed and delivered, all such deeds and instruments, and to take, or cause to be taken, such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and conform to the Surviving Corporation title to, and possession of, any property of Cardif-Florida acquired or to be acquired by reason of or as a result of the merger herein provided for, and otherwise to carry out the intent and purposes hereof; and the proper officers and directors of Cardif-Florida and the proper officers and directors of the Surviving Corporation are fully authorized, in the name of Cardif-Florida or otherwise, to take any and all such action.

9. **Abandonment of merger.** Anything herein or elsewhere to the contrary notwithstanding, this Plan of Merger may be terminated and abandoned before it becomes effective by the Board of Directors of either Constituent Corporation.

In the event of termination and abandonment of this Plan of Merger by the Board of Directors of either of the Constituent Corporations, or the Boards of both, notice shall be given to the other Constituent Corporation, and thereupon this Plan of Merger shall become wholly void and of no effect and there shall be no liability on the part of either of the Constituent Corporations or their respective Boards of Directors or Shareholders.

10. **Right to amend Plan of merger.** Anything herein or elsewhere to the contrary notwithstanding this Plan of Merger may be amended at anytime prior to the time the Plan becomes effective provided that the amendment shall not:

- a. Alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of either Constituent Corporation;
- b. Alter or change any term of the Certificate of Incorporation of the Surviving Corporation to be effected by the merger or consolidation, or

- c. Alter or change any of the terms and conditions of the plan if such alteration or change would adversely affect the holders of any class or series thereof of either Constituent Corporation.

In the event the Plan of merger is amended by the Boards of the Constituent Corporations, an Amended Articles of Merger shall be filed with the Department of State.

11. **Right to amend certificate of incorporation.** The Surviving Corporation hereby reserves the right to amend, alter, change, or repeal its Certificate of Incorporation in the manner now or hereafter prescribed by statute; and all rights or powers conferred herein and in such Certificate of Incorporation on shareholders, directors, and officers are subject to this reservation.

12. **Effective date.** The Agreement of Merger shall be filed and recorded in accordance with the laws of the State of Delaware, and this Plan of Merger shall be filed and recorded in accordance with the laws of the State of Florida. The merger shall become effective upon the recording of a copy of this Agreement, certified by the Secretary of State of Delaware, in the office of the Recorder of Kent County, and the date of such recording is hereinafter the effective date of the merger. The Constituent Corporations shall do all such other acts and things as shall be necessary or desirable in order to effectuate the merger.

In witness whereof Cardif-Delaware and Cardif-Florida have caused their respective corporate seals to be hereunto affixed to this Plan of Merger and signed by their respective Presidents as the day and year first hereinabove written.

Cardif Holdings, Incorporated (Delaware)

By: \_\_\_\_\_

Manuel Millor  
President

Attest: \_\_\_\_\_

Corporate Seal

Cardif Holdings, Inc. (Florida)

By: \_\_\_\_\_

Manuel Millor  
President

Attest: \_\_\_\_\_

Corporate Seal