

Division of Corporations

P000000111446

## Florida Department of State

Division of Corporations

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DIVISION OF CORPORATIONS

## MERGER OR SHARE EXCHANGE

OSA, INC.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$87.50

12-20-00  
12/19/2000

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

ON-SITE ANALYSIS, INC., a Georgia corporation qualified in Florida, document  
number F95000001208

INTO

OSA, INC. which changed its name to

**ON-SITE ANALYSIS, INC.**, a Florida entity, P00000111446

File date: December 19, 2000

Corporate Specialist: Karen Gibson

(H000000660167)

**ARTICLES OF MERGER**

These Articles of Merger entered into as of this 18<sup>th</sup> day of December, 2000, by and between On-Site Analysis, Inc., a Georgia corporation (the "Target") and OSA, Inc., a Florida corporation (the "Surviving Corporation") (collectively the "Parties").

WHEREAS, the Surviving Corporation has authorized capital stock of 1,000 shares of common stock, par value \$0.001 per share, of which 100 shares have been duly issued and are outstanding; and

WHEREAS, the Target has authorized capital stock consisting of 2,000 shares of common stock, par value \$0.001 per share, of which 1,000 shares have been duly issued and are outstanding; and

WHEREAS, the Board of Directors of the Surviving Corporation and the Target, deem it advisable and generally to the advantage and welfare of the Parties and recommend to the shareholders of the Parties that the Target merge with and into the Surviving Corporation under and pursuant to the provisions of Florida Business Corporation Act ("FBCA"); and

WHEREAS, the Boards of Directors and sole shareholder of each of the Parties have approved the terms and conditions of the merger; and

NOW, THEREFORE, in consideration of the premises and of the mutual promises herein contained, the Parties do hereby agree that the Target shall merge with and into the Surviving Corporation upon the terms and conditions below stated.

1. Adoption and Approval of Agreement. Pursuant to Sections 607.0702 and 607.0821, 607.1101, 607.1103, 607.1105, 607.1106, and 607.1107 of the FBCA and pursuant to Sections 14-2-705, 14-2-1103, and 14-2-1105 of the Georgia Code, the Board of Directors and the sole shareholder of the Target and the Surviving Corporation approved the merger by unanimous written consent on December 15, 2000.

2. Agreement to Merge. The Parties hereby agree that the Target shall be merged with and into the Surviving Corporation.

3. Effective Date. The merger of the undersigned corporations shall become effective upon the filing of the Articles of Merger with the Florida Secretary of State (the "Effective Date").

4. Name of Merged Corporation. The name of the Surviving Corporation shall be changed to On-Site Analysis, Inc.

5. Articles of Incorporation and Bylaws. The Articles of Incorporation and Bylaws of the Surviving Corporation immediately prior to the merger shall become those of the Surviving Corporation.

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6. Officers and Directors of the Surviving Corporation. The officers and directors of the Surviving Corporation shall not change.

7. Agreement. The executed Agreement is on file at the principal place of business of the Surviving Corporation located at 7108 Fairway Drive, Suite 200, Palm Beach Gardens, FL. 33418.

8. Manner and Basis for Exchanging of Shares. The manner and basis of exchanging the shares of common stock of the Target for shares of the Surviving Corporation, shall be as follows:


- (a) The 1,000 shares of common stock of the Target shall be exchanged for 100 shares of common stock of the Surviving Corporation;
- (b) Upon tender of certificates evidencing ownership of the outstanding common stock of the Target, shares of fully paid and non-assessable common stock of the Surviving Corporation shall be delivered to the sole shareholder of the Target in the manner described above;

9. Certification of Board of Directors and Shareholder Approval. The undersigned secretary of the Target hereby certifies that the board of directors of the Target adopted the Agreement by unanimous written consent on December 15, 2000. The undersigned secretary of the Surviving Corporation hereby certifies that the board of directors of the Surviving Corporation adopted the Agreement by unanimous written consent as of December 15, 2000.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed by the President and Secretary of each of them pursuant to authority given by their respective boards of directors.

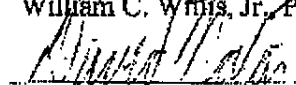
ON-SITE ANALYSIS, INC. a Georgia corporation

By:  William C. Willis, Jr., President

By:  David Natan, Secretary

OSA, INC. a Florida corporation

By:  William C. Willis, Jr., President

By:  David Natan, Secretary

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## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "Agreement") is made as of this 18<sup>th</sup> day of December, 2000 by and between On-Site Analysis, Inc. (the "Target"), a Georgia corporation and OSA, Inc., a Florida corporation (the "Surviving Corporation"). The Target and Surviving Corporation are collectively referred to as the "Parties."

WHEREAS, the respective board of directors of the Parties deem it advisable and recommend to the shareholders that the Target be merged with and into the Surviving Corporation under the laws of Florida in the manner provided therefor pursuant to the Florida Business Corporation Act (the "FBCA"); and

NOW, THEREFORE, in consideration of the premises and of the mutual promises herein contained, the Parties have agreed, and do hereby agree, that the Target shall merge into the Surviving Corporation upon the terms and conditions below stated.

1. Adoption and Approval of Agreement. Pursuant to Sections 607.0702 and 607.0821, 607.1101, 607.1103, 607.1105, 607.1106, and 607.1107 of the FBCA and pursuant to Sections 14-2-705, 14-2-1103, and 14-2-1105 of the Georgia Code, the Board of Directors and the sole shareholder of the Target and the Surviving Corporation approved the merger by unanimous written consent on December 15, 2000.
2. Agreement to Merge. The Parties hereby agree that the Target shall be merged with and into the Surviving Corporation.
3. Effective Date. The merger of the undersigned corporations shall become effective upon the filing of the Articles of Merger with the Florida Secretary of State (the "Effective Date").
4. Name of Merged Corporation. The name of the Surviving Corporation shall be changed to On-Site Analysis, Inc.
5. Articles of Incorporation and Bylaws. The Articles of Incorporation and Bylaws of the Surviving Corporation immediately prior to the merger shall become those of the Surviving Corporation.
6. Officers and Directors of the Surviving Corporation. The officers and directors of the Surviving Corporation shall not change.
7. Agreement. The executed Agreement is on file at the principal place of business of the Surviving Corporation located at 7108 Fairway Drive, Suite 200, Palm Beach Gardens, FL, 33418.
8. Manner and Basis for Exchanging of Shares. The manner and basis of exchanging the shares of common stock of the Target for shares of the Surviving Corporation shall be as follows:

The 1,000 shares of common stock of the Target shall be exchanged for 100 shares of common stock of the Surviving Corporation;

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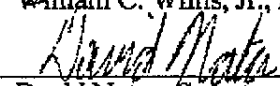
Upon tender of certificates evidencing ownership of the outstanding common stock of the Target, shares of fully paid and non-assessable common stock of the Surviving Corporation shall be delivered to the sole shareholder of the Target in the manner described above;

9. Certification of Board of Directors and Shareholder Approval. The undersigned secretary of the Target hereby certifies that the board of directors of the Target adopted the Agreement by unanimous written consent on December 15, 2000. The undersigned secretary of the Surviving Corporation hereby certifies that the board of directors of the Surviving Corporation adopted the Agreement by unanimous written consent as of December 15, 2000.


WE, THE UNDERSIGNED, HEREBY ACKNOWLEDGE that we have read the foregoing Agreement and affirm and acknowledge under penalty of perjury that the instrument is the act and deed of the corporation, and that all facts contained therein are true and correct.

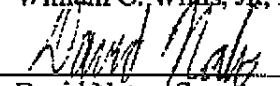
ON-SITE ANALYSIS, INC., a Georgia corporation

By:   
William C. Willis, Jr., President

By:   
David Natan, Secretary

OSA, INC., a Florida corporation

By:   
William C. Willis, Jr., President

By:   
David Natan, Secretary

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