

P000000115299

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



600028786966

02/18/04--01055--002 \*\*70.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2004 FEB 26 PM 2:07

Merger  
LFS  
2-26-04

**HOBBY & HOBBY, P.A.**  
**Attorneys and Counselors at Law**

H. Clyde Hobby  
Clarke G. Hobby

109 N. Brush St., Ste. 440  
Tampa, FL 33602  
Telephone (813) 223-3338  
Facsimile (813) 223-9606

February 17, 2004

**VIA FEDERAL EXPRESS**

Secretary of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

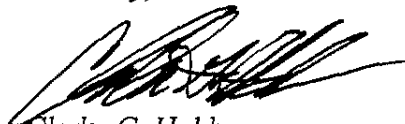
Re: Articles of Merger and Plan of Merger  
Between Sitelogic Corporation, a Florida  
corporation (the "Merging Corporation")  
and Claris Law, Inc., a Florida corporation  
(the "Surviving Corporation")

Dear Sirs and Madams:

Please find enclosed the above-referenced Articles of Merger and Plan of Merger between Sitelogic Corporation, a Florida corporation (the "Merging Corporation") and Claris Law, Inc., a Florida corporation (the "Surviving Corporation"), together with a check in the amount of Seventy and no/100 Dollars (\$70.00), which represents the fee associated with the filing.

Please feel free to call me at the number above with any questions you may have.

Sincerely,



Clarke G. Hobby



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

February 24, 2004

CLARKE G. HOBBY  
HOBBY & HOBBY, P.A.  
109 N. BRUSH STREET, SUITE 440  
TAMPA, FL 33602

SUBJECT: CLARIS LAW, INC.  
Ref. Number: P00000115299

We have received your document for CLARIS LAW, INC. and your check(s) totaling \$70.00. 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.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6869.

Teresa Brown  
Document Specialist

Letter Number: 504A00012468

**HOBBY & HOBBY, P.A.**  
**Attorneys and Counselors at Law**

H. Clyde Hobby  
Clarke G. Hobby

109 N. Brush St., Ste. 440  
Tampa, FL 33602  
Telephone (813) 223-3338  
Facsimile (813) 223-9606

February 25, 2004

**VIA FEDERAL EXPRESS**

Louise  
Secretary of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

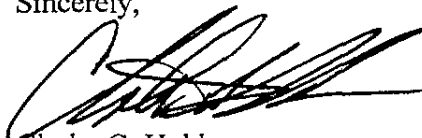
Re: Articles of Merger and Plan of Merger  
Between Sitelogic Corporation, a Florida  
corporation (the "Merging Corporation")  
and Claris Law, Inc., a Florida corporation  
(the "Surviving Corporation")

Dear Louise:

Pursuant to our conversation today, please find enclosed the revised, above-referenced Articles of Merger and Plan of Merger between Sitelogic Corporation, a Florida corporation (the "Merging Corporation") and Claris Law, Inc., a Florida corporation (the "Surviving Corporation").

Please feel free to call me at the number above with any questions you may have.

Sincerely,



Clarke G. Hobby

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

2004 FEB 26 PM 2:07

**ARTICLES OF MERGER  
OF**

**SITELOGIC CORPORATION, a Florida corporation  
(the "Merging Corporation")**

**WITH AND INTO**

**CLARIS LAW, INC., Florida corporation  
(the "Surviving Corporation")**

Pursuant to the Provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporation hereby execute the following Articles of Merger:

1. The Plan of Merger is attached hereto as Exhibit "A" and hereby incorporated herein by reference.

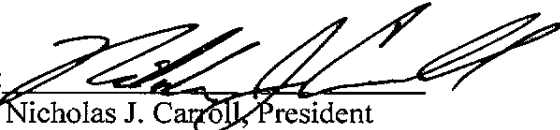
2. The Plan of Merger was adopted by the Merging Corporation by the unanimous written consent of its Board of Directors and its shareholders on July 1, 2003. The Plan of Merger was adopted by the Surviving Corporation by unanimous written consent of its Board of Directors on July 1, 2003, and further shareholder approval was not required. Such approvals were made in accordance with the Florida Business Corporation Act and are the only two parties to the merger.

3. The merger will be effective on the filing of the Articles of Merger and Plan of Merger with the Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned have executed this documents as of the 1<sup>st</sup> day of July, 2003.


**MERGING CORPORATION:**

SITELOGIC CORPORATION, a Florida corporation

By:   
Nicholas J. Carroll, President

**SURVIVING CORPORATION:**

CLARIS LAW, INC., Florida corporation

By:   
Nicholas J. Carroll, President

---

**EXHIBIT "A"**

See attached Plan of Merger

## **PLAN OF MERGER**

Pursuant to this Plan of Merger (the "Plan"), dated this 1<sup>st</sup> day of July, 2003, SITELOGIC CORPORATION, a Florida corporation (the "Merging Corporation"), shall be merged with and into CLARIS LAW, INC., a Florida corporation (the "Surviving Corporation").

### **SECTION I**

#### **Definitions**

1.1 **Effective Date.** "Effective Date" shall mean the date on which the Merger contemplated by this Plan becomes effective pursuant to the laws of the State of Florida, as determined in accordance with Section 2.2 of the Plan.

1.2 **Surviving Corporation.** "Surviving Corporation" shall refer to CLARIS LAW, INC., a Florida corporation, which subsequent to the Merger contemplated by the Plan, shall continue to be known as CLARIS LAW, INC., a Florida corporation in accordance with Section 2.1 of the Plan.

1.3 **Merger.** "Merger" shall refer to the merger of SITELOGIC CORPORATION, a Florida corporation with the Surviving Corporation as provided in Section 2.1 of the Plan.

1.4 **Merging Corporation.** "Merging Corporation" shall refer to SITELOGIC CORPORATION, a Florida corporation, which subsequent to the Merger contemplated by the Plan, shall be merged with and into the Surviving and cease to exist in accordance with Section 2.1 of the Plan

### **SECTION 2**

#### **Terms of Merger**

2.1 **Merger.** In accordance with the applicable laws of the State of Florida, and subject to the terms and conditions of this Plan, the Merging Corporation shall, on the Effective Date, be merged with and into CLARIS LAW, INC., a Florida corporation, which shall be the Surviving Corporation and shall continue to exist and to be governed by the laws of the State of Florida under the corporate name CLARIS LAW, INC., a Florida corporation, and the Surviving Corporation shall ultimately succeed, without other transfer, to all rights, privileges, immunities, powers, franchises, authority, and real and personal property of the Merging Corporation. The Surviving Corporation shall thereafter be responsible and liable for all obligations of the Merging Corporation, and neither the rights of the creditor nor any liens on the property of the Merging Corporation shall be impaired by the Merger.

2.2 **Effective Date.** The Merger contemplated by this Plan shall be effective on the date which the Articles of Merger are accepted for filing by the Florida Secretary of State.

2.3 **Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation as they exist on the Effective Date shall remain in full force in effect after the Effective Date and shall not amended by virtue of the Merger.

2.4 Bylaws. The bylaws of the Surviving Corporation as they exist on the Effective Date shall remain the bylaws of the Surviving Corporation until altered or amended as provided in such bylaws.

2.5 Board of Directors. The directors of CLARIS LAW, INC., a Florida corporation shall continue to serve as the directors of the Surviving Corporation, and shall hold office from and after the Effective Date until their successors are elected and qualified.

2.6 Officers. The officers of CLARIS LAW, INC., a Florida corporation shall continue to serve as of the officers of the Surviving Corporation, and shall hold office from and after the Effective Date until their respective successors are elected and qualified.

### SECTION 3 Manner of Converting Shares

There are now, and on the Effective Date there will be, one thousand (1,000) issued and outstanding shares of the Merging Corporation's common stock, par value \$1.00 per share (collectively, the "Shares", singularly, a "Share"), which sum shall include all Shares that may be acquired upon the exercise or conversion of any warrant, option, convertible debenture or other security entitling the holder thereof to acquire Shares. On the Effective Date, each Share outstanding, by virtue of the Merger and without any action on the part of the holder thereof, shall be converted into and represent the right to receive five hundred (500) shares of the Surviving Corporation's common stock per Share. The issued and outstanding Shares shall be canceled and cease to exist by virtue of the Merger on the Effective Date, and any right to acquire shares in the Merging Corporation shall be terminated or otherwise be canceled. The issued and outstanding shares of the Surviving Corporation shall remain issued and outstanding and shall be unaffected by the Merger.

### SECTION 4 Rights of Dissenting Shareholders

Each of the Shareholders of the Merging Corporation have knowingly, willingly and voluntarily: (a) acknowledged all notices required by the laws of Florida, the Florida Business Corporation Act, Fla. Stat. 607.0101, et seq., including, but not limited to, Fla. Stat. 607.1202, 607.0705, the Corporation's Articles of Incorporation and its Bylaws, in order to accomplish the Merger; (b) consented to and approved of the each of the Merger pursuant to this Plan; and (c) waived all dissenter's rights available to them, whether provided by the laws of Florida, the Florida Business Corporation Act, Fla. Stat. 607.0101, et seq., including, without limitation Fla. Stat. 607.1202, 607.1301, 607.1302, and 607.1320, the Corporation's Articles of Incorporation or its Bylaws.

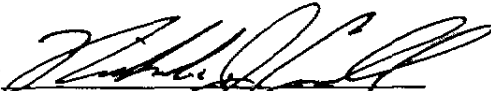
**IN WITNESS WHEREOF**, the undersigned, as of the date first above written and on behalf of each corporation or entity that is subject to the Merger, hereby certify that Boards of Directors of



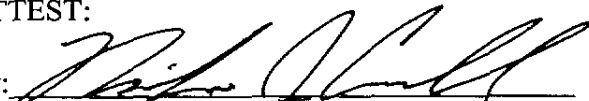
the Surviving Corporation and the Merging Corporation have unanimously approved and adopted the foregoing Plan of Merger respectively as of the date first above written at meetings of which a quorum was present, and that said meetings were duly called, convened and conducted in accordance with the provisions of the Articles of Incorporation and Bylaws of the Surviving Corporation and the Merging Corporation respectively.

**SURVIVING CORPORATION:**

CLARIS LAW, INC., Florida corporation

By:   
Nicholas J. Carroll, Secretary

ATTEST:

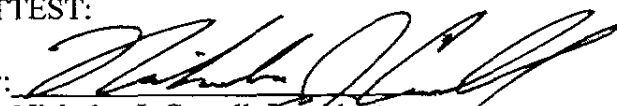
By:   
Nicholas J. Carroll, Chief Executive Officer

**MERGING CORPORATION:**

SITELOGIC CORPORATION, a Florida corporation

By:   
Nicholas J. Carroll, Secretary

ATTEST:

By:   
Nicholas J. Carroll, President