

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

R000000116017

FILED  
DEC 27 AM 11:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Hi-Tech Transfer, Inc.

400003514154--4  
-12/27/00--01045--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

- ☐ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☒ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☐ Cert. Copy
- ☒ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

RECEIVED  
DEC 27 AM 11:08  
DIVISION OF CORPORATION

EFFECTIVE DATE  
01-01-01

G. COULLETTE DEC 27 2000

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

ARTICLES OF MERGER  
Merger Sheet

MERGING: \_\_\_\_\_

HI-TECH TRANSFER, INC., a New Hampshire corporation not qualified

INTO

**HI-TECH TRANSFER, INC.,** a Florida entity, P00000116017.

File date: December 27, 2000 , effective January 1, 2001

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER**  
of  
**HI-TECH TRANSFER, INC., a New Hampshire corporation,**  
into  
**HI-TECH TRANSFER, INC., a Florida corporation**

\*\*\*\*\*

ARTICLES OF MERGER between HI-TECH TRANSFER, INC., a New Hampshire corporation, and HI-TECH TRANSFER, INC., a Florida corporation.

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act"), HI-TECH TRANSFER, INC., a New Hampshire corporation, and HI-TECH TRANSFER, INC., a Florida corporation, adopt the following Articles of Merger:

1. The Agreement and Plan of Merger dated December 21, 2000, ("Plan of Merger"), between HI-TECH TRANSFER, INC., a New Hampshire corporation, and HI-TECH TRANSFER, INC., a Florida corporation, was approved and adopted by the shareholders of HI-TECH TRANSFER, INC., a New Hampshire corporation, on December 21, 2000, and was adopted by the shareholders of HI-TECH TRANSFER, INC., a Florida corporation, on December 21, 2000.

2. Pursuant to the Plan of Merger, all issued and outstanding shares of HI-TECH TRANSFER, INC., a New Hampshire corporation, will be acquired by means of a merger of HI-TECH TRANSFER, INC., a New Hampshire corporation, into HI-TECH TRANSFER, INC., a Florida corporation, with HI-TECH TRANSFER, INC., a Florida corporation, being the surviving corporation ("Merger").

3. The Plan of Merger is attached as Exhibit "A" and incorporated by reference as if fully set forth.

4. Pursuant to Section 607.1105(1)(b) of the Act, the date and time of the EFFECTIVE DATE  
effectiveness of the Merger shall be January 1, 2001. 01-01-01

IN WITNESS WHEREOF, the parties have set their hands this 21st day of December, 2000.

HI-TECH TRANSFER, INC.,  
a New Hampshire corporation

BY: \_\_\_\_\_

Gary N. Nelson, President

HI-TECH TRANSFER, INC.,  
a Florida corporation

BY: \_\_\_\_\_

Gary N. Nelson, President

FILED  
00 DEC 27 AM 11:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## PLAN OF MERGER

Merger between HI-TECH TRANSFER, INC., a Florida corporation, (the "Surviving Corp.") and HI-TECH TRANSFER, INC., a New Hampshire corporation, (the "Disappearing Corp."), (collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with Section 607.1101 *et seq.* of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corp., as previously amended and in effect immediately prior to the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.
2. Distribution to Shareholders of the Constituent Corporations. Upon the Effective Date, each share of Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for 1 share of common stock of the Surviving Corp. in accordance with this Plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp. stock.
3. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted shares.
4. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1106 of the Act.
5. Supplemental Action. If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.
6. Filing with the Florida Department of State and Effective Date. Upon the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corp. and Surviving Corp. shall cause their respective President to execute Articles of Merger in the form attached hereto and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Department of State. In accordance

with Section 607.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be January 1, 2001.

7. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time prior to the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with Section 607.1103 of the Act.

8. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

DATED this 21st day of December, 2000.

HI-TECH TRANSFER, INC.,  
a New Hampshire corporation

HI-TECH TRANSFER, INC.,  
a Florida corporation

BY: \_\_\_\_\_  
Gary N. Nelson, President

BY: \_\_\_\_\_  
Gary N. Nelson, President