

P01000025010



ACCOUNT NO. : 072100000032

REFERENCE : 557148 7127284

AUTHORIZATION :

COST LIMIT : \$ 78.75

FILED
2001 DEC 31 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 28, 2001

ORDER TIME : 9:03 AM

ORDER NO. : 557148-005

000004744290--0

CUSTOMER NO: 7127284

CUSTOMER: Bruce Stutsman, Esq
Stutsman & Thames, P.a.
Suite 600
121 West Forsyth Street
Jacksonville, FL 32202

ARTICLES OF MERGER

MIRALINK GROUP, INC.

INTO

BNA GROUP I, INC.

RECEIVED
01 DEC 31 AM 10:23
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

C. Coulliette DEC 31 2001

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

EFFECTIVE DATE
2001-01-02

LAW OFFICES
STUTSMAN & THAMES
PROFESSIONAL ASSOCIATION
121 WEST FORSYTH STREET, SUITE 600
JACKSONVILLE, FLORIDA 32202

BRUCE E. STUTSMAN
RICHARD R. THAMES
NINA M. LAFLEUR
BRADLEY R. MARKEY
ALISON R. MILLER

TELEPHONE
904-358-4000

FACSIMILE
904-358-4001

December 31, 2001

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

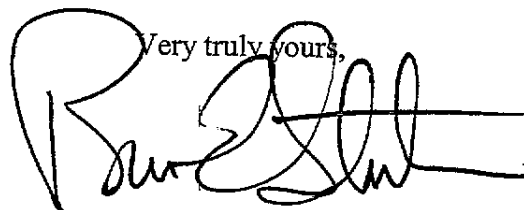
Re: Articles of Merger between BNA Group, Inc. and MiraLink Group, Inc.;
Our File No.: 685.1279

Ladies and Gentlemen:

Enclosed for filing are the original and one copy of Articles of Merger between BNA Group, Inc. and MiraLink Group, Inc., each a Florida corporation. Accompanying the enclosed documents is a check from Corporation Services Company for the necessary filing fees.

We would appreciate your filing the original of the Articles of Merger in accordance with the usual procedure, and your returning to this office a certified copy of the Articles of Merger.

Please contact the undersigned if you have any questions concerning the enclosed items. Thank you very much for your assistance.

Very truly yours,


Bruce E. Stutsman

BES/kv

Enclosures

Hand Delivered by Representatives of
of Corporation Services Company

ARTICLES OF MERGER
Merger Sheet

MERGING:

MIRALINK GROUP, INC., a Florida corporation, S10176

INTO

BNA GROUP I, INC. which changed its name to

MIRALINK GROUP, INC., a Florida entity, P01000025010

File date: December 31, 2001

EFF. Date: 01-01-02

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 78.75

**ARTICLES OF MERGER
OF
BNA GROUP I, INC.,
A FLORIDA CORPORATION,
AND
MIRALINK GROUP, INC.,
A FLORIDA CORPORATION**

FILED
2001 DEC 31 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Florida Business Corporation Act, Section 607.1105, the undersigned corporations do hereby submit these Articles of Merger:

1. A copy of the Agreement and Plan of Merger (the "Plan") among BNA Group I, Inc., a Florida corporation, and MiraLink Group, Inc., a Florida corporation, is attached to these Articles of Merger as Exhibit A and incorporated herein.
2. Pursuant to the terms of the Plan, MiraLink Group, Inc. shall be merged with and into BNA Group I, Inc., which shall be the surviving corporation.
3. In accordance with the Plan, the effective date of the merger shall be January 1, 2002.
4. The Plan was duly approved by the shareholders of each of BNA Group I, Inc. and MiraLink Group, Inc. by unanimous written consent dated December 28, 2001.
5. The Plan was duly approved by the Boards of Directors of each of BNA Group I, Inc. and MiraLink Group, Inc. by unanimous written consent dated December 28, 2001.
6. Article I of the Articles of Incorporation of the surviving corporation, BNA Group I, Inc., shall be amended to read as follows"

"ARTICLE I - NAME

The name of this Corporation is MIRALINK GROUP, INC.

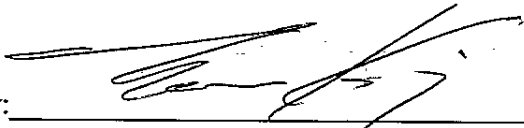
ARTICLE III - CAPITAL STOCK

The maximum number of shares that this Corporation is authorized to have outstanding at any one time is 100,000 shares of common stock having a par value of ten cents (\$.10) per share."

EFFECTIVE DATE
01-01-02

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of each corporation this 28th day of December, 2001.

BNA GROUP I, INC.

By: 

Thomas D. King, President

MIRALINK GROUP, INC.

By: 

Thomas D. King, President

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT dated this 28th day of December, 2001, is by and between **BNA GROUP I, INC.**, a Florida Corporation (the "Surviving Corporation"), and **MIRALINK GROUP, INC.**, a Florida corporation (the "Merging Corporation"). (The Surviving Corporation and the Merging Corporation are referred to herein collectively as the "Constituent Corporations.")

RECITALS:

A. The Surviving Corporation is a corporation organized and existing under the laws of the State of Florida (Document Number P01000025010), having its principal office at 9210 Cypress Green Drive, Jacksonville, Florida 32256, and having a capitalization of 1,000 authorized shares of one dollar (\$1.00) par value common stock, of which 1,000 shares were issued and outstanding immediately prior to the implementation of this Agreement.

B. The Merging Corporation is a corporation organized and existing under the laws of the State of Florida (Document Number S10176), having its principal office at 9210 Cypress Green Drive, Jacksonville, Florida, and having a capitalization of 100,000 authorized shares of ten cents (\$.10) par value common stock, of which 2,000 shares were issued and outstanding immediately prior to the implementation of this Agreement.

C. The boards of directors of the Surviving Corporation and the Merging Corporation deem it desirable and in the best business interests of the Constituent Corporations and the shareholders of the Constituent Corporations that the Merging Corporation be merged with and into the Surviving Corporation pursuant of the provisions of Sections 607.1101, et seq., of the Florida Business Corporation Act, in order that the transaction qualify as a "reorganization" within the meaning of Section 368 (a) (1) (A) of the Internal Revenue Code of 1986, as amended.

D. Immediately following the merger, the Surviving Corporation shall change its name to "MiraLink Group, Inc."

In consideration of the mutual covenants and subject to the terms and conditions hereinafter set forth, the Constituent Corporations agree as follows:

1. Stockholder Approval; Effectiveness of Merger. This Agreement shall be submitted to the stockholders of the Surviving Corporation and the Merging Corporation for approval, whereupon Articles of Merger shall be executed and delivered to the Secretary of the State of Florida in accordance with the laws of the State of Florida, which Articles of Merger shall have this Agreement attached to them and incorporated in them by reference. The merger shall become effective on January 1, 2002, such date being sometimes referred to herein as the "Effective Date."

2. **Terms of the Merger.** On the Effective Date, the Merging Corporation shall be merged with and into the Surviving Corporation; all assets and liabilities of the Merging Corporation, as they exist on the Effective Date, shall pass to, vest in and become the obligation of the Surviving Corporation; the separate existence of the Merging Corporation shall cease; and the Surviving Corporation shall continue in existence under the name of "MiraLink Group, Inc."

3. **Conversion of Shares.** The manner and basis of converting the shares of the Merging Corporation into shares of the Surviving Corporation are as follows:

(a) Immediately upon the Effective Date, each issued and outstanding share of common stock of the Merging Corporation, which is issued and outstanding on the Effective Date, shall, without further action on the part of the holder thereof, automatically become, and be converted into, .5 shares of voting common stock of the Surviving Corporation, par value \$.10 per share (the par value being amended pursuant to paragraph 4 hereof), which shares of common stock of the Surviving Corporation shall then be issued and outstanding. Each outstanding certificate representing shares of common stock of the Merging Corporation shall thereupon be deemed for all corporate purposes (other than the payment of dividends, as hereinafter described) to evidence the ownership of fully paid, nonassessable shares of common stock of the Surviving Corporation into which such shares have been converted. No fractional shares of the Surviving Corporation shall be required to be issued.

(b) As soon as practicable after the Effective Date, each holder of a certificate or certificates representing outstanding shares of common stock of the Merging Corporation shall be entitled, upon surrender of such certificate or certificates, to receive in exchange therefor a certificate or certificates representing the aggregate number of shares of voting common stock of the Surviving Corporation into which such shares the capital stock of the Merging Corporation shall have been converted pursuant to this Section.

(c) Until surrendered, each outstanding certificate, which, prior to the Effective Date, represented shares of the Merging Corporation shall be deemed for all purposes, other than the payment of dividends or other distributions, to evidence ownership of the number of shares of the Surviving Corporation into which it was converted, and no dividend or other distribution payable to holders of the shares of the Surviving Corporation as of the date subsequent to the Effective Date shall be paid to the holders of outstanding certificates theretofore representing shares of the Merging Corporation; provided, however, that, upon the surrender and exchange of such outstanding certificates, there shall be paid to the record holders of the certificates issued in exchange therefor the amount, without interest thereon, of dividends and other distributions which would have been payable with respect to the shares of the Surviving Corporation represented thereby.

4. **Changes in Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation shall continue to be its Articles of Incorporation following the Effective Date, except as amended as follows:

"ARTICLE I - NAME

The name of this Corporation is MIRALINK GROUP, INC.

ARTICLE III – CAPITAL STOCK

The maximum number of shares that this Corporation is authorized to have outstanding at any one time is 100,000 shares of common stock having a par value of ten cents (\$.10) per share.”

5. Change in Bylaws. The Bylaws of the Surviving Corporation shall continue to be its Bylaws following the Effective Date.

6. Directors and Officers. On the Effective Date, the directors and officers of the Surviving Corporation shall be as follows:

Directors:

Thomas D. King

John B. Jordan

Officers:

Thomas D. King – President / Chief Executive Officer

John B. Jordan – Vice President

7. Further Assurances. If at any time any of the Constituent Corporations shall consider or be advised that any further assignments, conveyances or assurances in law are necessary or desirable to carry out the provisions hereof, the proper officers and directors of the Constituent Corporations shall, as of the Effective Date, execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary or proper to carry out the provisions hereof.

8. Counterparts. This Agreement may be executed in counterparts, each of which when so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, this Agreement has been duly executed on the date first above written by the undersigned on behalf of the Constituent Corporations.

BNA GROUP I, INC.

By: _____

Thomas D. King, President

(“Surviving Corporation”)

MIRALINK GROUP, INC.

By: _____

Thomas D. King, President

(“Merging Corporation”)