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MERGER OR SHARE EXCHANGE

SYNTHESYS SECURE TECHNOLOGIES, INC.

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Estimated Charge	\$78.75

Merger
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ARTICLES OF MERGER
Merger Sheet

MERGING:

AUG ACQUISITION CORPORATION, a Florida corporation, P01000114960

INTO

SYNTHESYS SECURE TECHNOLOGIES, INC., a Florida entity,
P01000049674

File date: January 7, 2002

Corporate Specialist: Darlene Connell

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 7, 2002

SYNTHESYS SECURE TECHNOLOGIES, INC.
19729 DINNER KEY DRIVE
BOCA RATON, FL 33498

SUBJECT: SYNTHESYS SECURE TECHNOLOGIES, INC.
REF: P01000049674

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Darlana Connell
Corporate Specialist

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Letter Number: 902A000000590

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

January 4, 2002

SYNTHESYS SECURE TECHNOLOGIES, INC.
19729 DINNER KEY DRIVE
BOCA RATON, FL 33498

SUBJECT: SYNTHESYS SECURE TECHNOLOGIES, INC.
REF: PO1000049674

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Please correct the name of the merging corporation in #3 of the AMENDED AND RESTATED ARTICLES OF INCORPORATION (EXHIBIT "A") to read as follows: AUG ACQUISITION CORPORATION. It is incorrect on lines 3 and 4 of this paragraph.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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) 245-6906.

Darlene Connell
Corporate Specialist

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**ARTICLES OF MERGER OF
AUG ACQUISITION CORPORATION
(a Florida corporation)
INTO
SYNTHESYS SECURE TECHNOLOGIES, INC.
(a Florida corporation)**

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: The plan of merger is as follows:

1. **Merger.** AUG ACQUISITION CORPORATION, a Florida corporation bearing Document #P01000114960 ("Acquisition") shall be merged (the "Merger") with and into SYNTHESYS SECURE TECHNOLOGIES, INC., a Florida corporation bearing Document #P01000049674 ("SSTI"). SSTI and Acquisition are sometimes hereinafter collectively referred to as the "Constituent Corporations." SSTI shall be the surviving corporation of the Merger (the "Surviving Corporation"), effective upon the date when these Articles of Merger are filed with the Department of State of the State of Florida (the "Effective Date").

2. **Articles of Incorporation and By-Laws.** The Articles of Incorporation of SSTI shall be the Articles of Incorporation of the Surviving Corporation, except that such Articles of Incorporation shall be amended and restated to read in their entirety substantially the same as the Articles of Incorporation of Acquisition and shall be the Articles of Incorporation of the Surviving Corporation following the Effective Date hereinafter attached as Exhibit "A", until the same shall be amended or repealed in accordance with the provisions thereof or applicable law, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Articles of Incorporation of the Surviving Corporation, shall constitute the Articles of Incorporation of the Surviving Corporation separate and apart from these Articles of Merger. The Bylaws of Acquisition, as same shall exist from and after the Effective Date, shall be the Bylaws of the Surviving Corporation following the Effective Date, until the same shall be amended or repealed in accordance with the provisions thereof or applicable law, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Bylaws of the Surviving Corporation shall constitute the Bylaws of the Surviving Corporation separate and apart from these Articles of Merger.

3. **Succession.** On the Effective Date, SSTI shall continue its corporate existence under the laws of the State of Florida, and the separate existence and corporate organization of Acquisition, except insofar as it may be continued by operation of law, shall be terminated and cease.

BRIAN A. PEARLMAN, ESQ., FLA. BAR #0157023
Atlas Pearlman, P.A.
350 East Las Olas Boulevard, Suite 1700
Fort Lauderdale, Florida 33301 Phone No.: (954) 763-1200

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4. **Conversion of Shares.** On the Effective Date, by virtue of the Merger and without any further action on the part of the Constituent Corporations or their shareholders, every two shares of capital stock of Acquisition issued and outstanding immediately prior to the Effective Time, shall, without further action, be converted into one fully paid and non-assessable share of common stock of the Surviving Corporation.

SECOND: The Effective Date of the Merger is the date upon which these Articles of Merger are filed with the Department of State of the State of Florida.

THIRD: The Plan of Merger was adopted by the board of directors and stockholders of SSTI on the 28th day of December, 2001, and by the board of directors and stockholders of Acquisition on the 28th day of December, 2001.

Signed this 28th day of December, 2001.

SYNTHESYS SECURE TECHNOLOGIES, INC.,
a Florida corporation

By: 
Peter Letizia, President

AUG ACQUISITION CORPORATION,
a Florida corporation

By: 
Laurence S. Isaacson, Director

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EXHIBIT "A"
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SYNTHESYS SECURE TECHNOLOGIES, INC.

The undersigned, being all the Board of Directors and Shareholders of SYNTHESYS SECURE TECHNOLOGIES, INC. (hereinafter the "Corporation"), a Florida corporation, do hereby certify and set forth:

1. The name of the corporation is SYNTHESYS SECURE TECHNOLOGIES, INC.
2. The Articles of Incorporation of the Corporation were filed on May 18, 2001 with the Florida Department of State.
3. The Articles of Incorporation are amended, as authorized by the Florida Business Corporation Act, to read in their entirety substantially the same as the Articles of Incorporation of AUG Acquisition Corporation, pursuant to an Agreement and Plan of Merger by and among AUG Corp., AUG Acquisition Corporation, Synthesys Secure Technologies, Inc. and certain shareholders of Synthesys Secure Technologies, Inc.
4. The Amended and Restated Articles of Incorporation were adopted by the Majority Shareholders and the Board of Directors on December 27, 2001. To effect the foregoing, the text of the Articles of Incorporation is hereby restated and amended as herein set forth in full:

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be: SYNTHESYS SECURE TECHNOLOGIES, INC.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 9045 La Fontana Blvd., Suite B-16, Boca Raton, Florida 33431.

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ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this Corporation shall be authorized to issue and have outstanding at any one time shall be 100 shares of capital stock, consisting of 100 shares of common stock, \$.001 par value per share.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
REGISTERED AGENT AND
REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the Registered Office of this Corporation in the State of Florida shall be:

Peter Letizia
9045 La Fontana Blvd., Suite B-16
Boca Raton, Florida 33431

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is Peter Letizia, 9045 La Fontana Blvd., Suite B-16, Boca Raton, Florida 33431

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ARTICLE VIII
INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE IX
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE X
CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

SYNTHESYS SECURE TECHNOLOGIES, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 9045 La Fontana Blvd., Suite B-16, Boca Raton, Florida 33431, has named Peter Letizia whose address is 9045 La Fontana Blvd., Suite B-16, Boca Raton, Florida 33431, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

BY: *Peter Letizia*
PETER LETIZIA

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