

PO1000070241

ACCOUNT FILING COVER SHEET FILED

ACCOUNT NUMBER: FCA000000005

REFERENCE: 2029719-1
(Sub Account)

DATE: 7-31

REQUESTOR NAME: Lexis Document Services

ADDRESS:

Morgan &
Horne
Chicago

NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

2001 JUL 31 AM 11:39

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

TELEPHONE:

CONTACT NAME:

CORPORATION NAME: Westport Capital Management Corporation
with and into Westport Acquisition Inc.

DOCUMENT NUMBER:
(if applicable):

HORIZATION:

C. Woodyard
Cynthia J. Woodyard

☒ CERTIFIED COPY (1-9)
☐ CERTIFICATE OF STATUS (1-9)
☐ PLAIN STAMPED COPY

600004509476--4

Call When Ready
Walk In
Call Out

() Call if Problem
() Will Wait

() After 4:00
() Pick Up

for
7/31/01

ARTICLES OF MERGER
Merger Sheet

MERGING:

WESTPORT CAPITAL MANAGEMENT CORPORATION, a CT corp.
F97000000465

INTO

WESTPORT ACQUISITION, INC. which changed its name to
WESTPORT CAPITAL MANAGEMENT CORPORATION, a Florida entity,
P01000070241

File date: July 31, 2001

Corporate Specialist: Annette Ramsey

Account number: FCA000000005

Amount charged: 78.75

ARTICLES OF MERGER
OF
WESTPORT CAPITAL MANAGEMENT CORPORATION
WITH AND INTO
WESTPORT ACQUISITION, INC.

FILED
01 JUL 31 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (hereinafter referred to as the "FBCA"), the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

1. Exhibit A attached hereto and hereby made a part hereof is the Plan and Agreement of Merger for the merger of Westport Capital Management Corporation, a Connecticut corporation ("*Westport*"), with and into Westport Acquisition, Inc., a Florida corporation ("*Westport Acquisition*").

2. The merger of Westport with and into Westport Acquisition is permitted by the laws of the State of Connecticut and is in compliance with said laws. The date of approval of the Plan and Agreement of Merger by the sole shareholder of Westport was given by written consent on July 26, 2001.

3. The sole shareholder of Westport Acquisition entitled to vote thereon approved and adopted the aforesaid Plan and Agreement of Merger by written consent given on July 26, 2001, in accordance with the provisions of Section 607.0704 of the FBCA.

Executed on July 26, 2001.

WESTPORT CAPITAL MANAGEMENT
CORPORATION

By 
Verne O. Sedlacek President

WESTPORT ACQUISITION, INC.

By 
Verne O. Sedlacek President

EXHIBIT A

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER is made and entered into as of the 26th day of July, 2001, by and between Westport Acquisition, Inc., a Florida corporation (hereinafter sometimes referred to as "*Westport Acquisition*"), and Westport Capital Management Corporation., a Connecticut corporation (hereinafter sometimes referred to as "*Westport*").

WHEREAS, Westport Acquisition and Westport desire that Westport merge with and into Westport Acquisition pursuant to a tax-free reorganization in accordance with the applicable provisions of the Internal Revenue Code of 1986, as amended;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and confessed, the parties hereto hereby agree as follows:

1. Westport shall, pursuant to the provisions of the Connecticut Business Corporation Act (hereinafter referred to as the "*CBCA*") and the provisions of the Florida Business Corporation Act (hereinafter referred to as the "*FBCA*"), be merged with and into Westport Acquisition, which shall be the surviving corporation at the effective date of the merger (sometimes hereinafter referred to as the "*Surviving Corporation*") and which shall continue to exist as said Surviving Corporation under the name "Westport Capital Management Corporation" pursuant to the provisions of the FBCA. The separate existence of Westport (sometimes hereinafter referred to as the "*Non-Surviving Corporation*") shall cease at the effective date of the merger in accordance with the CBCA.

2. The Articles of Incorporation of the Surviving Corporation at the effective date of the merger shall be the Articles of Incorporation of said Surviving Corporation except that Article First relating to the name of the Surviving Corporation is hereby amended and changed to read in its entirety as follows at the effective date of the merger:

"First: The corporate name for the corporation is Westport Capital Management Corporation (the "*corporation*")."

Said Articles of Incorporation, as herein amended and changed as aforesaid, shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the FBCA.

3. The present bylaws of the Surviving Corporation will be the bylaws of the Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the FBCA.

4. The directors and officers in office of the Surviving Corporation at the effective date of the merger shall be the members of the first Board of Directors and the first officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election

and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.

5. Each issued share of the common stock, no par value, of Westport outstanding immediately prior to the effective date of the merger shall at the effective date of the merger be converted into one (1) share of the common stock, \$.01 par value, of Westport Acquisition. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective date of the merger shall continue to represent one issued share of the Surviving Corporation.

6. The Plan and Agreement of Merger herein made and approved shall be submitted to the sole shareholder of the Surviving Corporation and the sole shareholder of the Non-Surviving Corporation for approval or rejection in the manner prescribed by the provisions of the FBCA and the provisions of the CBCA.

7. In the event that the Plan and Agreement of Merger shall have been approved by the sole shareholder of the Surviving Corporation and the sole shareholder of the Non-Surviving Corporation in the manner prescribed by the provisions of the FBCA and the provisions of the CBCA, the Surviving Corporation and the Non-Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and the State of Connecticut and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the Non-Surviving Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger or of the merger herein provided for.

IN WITNESS WHEREOF, the parties hereto have caused this Plan and Agreement of Merger to be signed by their respective officers thereunto duly authorized, all as of the date first written above.

WESTPORT ACQUISITION, INC.

By

Verne O. Sedlacek, President

WESTPORT CAPITAL MANAGEMENT
CORPORATION

By

Verne O. Sedlacek, President