

# PO100114995

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## MERGER OR SHARE EXCHANGE NORBRIDGE, INC.

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(A)

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

LAMBRIDGE, INC., a Florida corporation, document number P98000089007

INTO

**NORBRIDGE, INC.**, a Florida entity, P01000114995

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FLORIDA DEPARTMENT OF STATE  
Jim Smith  
Secretary of State

December 17, 2002

NORBRIDGE, INC.  
848 BRICKELL AVE., STE. 810  
MIAMI, FL 33131

SUBJECT: NORBRIDGE, INC.  
REF: P01000114995

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

PLEASE ADD THE NAME OF THE MERGING CORPORATION TO THE ARTICLES OF MERGER IN THE FIRST PARAGRAPH AND SECOND LINE. IT STATES: Corporation Act, a Florida corporation ("Lambridge"), and Norbridge, Inc., a Florida corporation (the. IT SHOULD STATE: Corporation Act, Lambridge, Inc., a Florida corporation ("Lambridge"), and Norbridge, Inc., a Florida corporation (the.

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**ARTICLES OF MERGER**

of

**LAMBRIDGE, INC., a Florida corporation**

into

**NORBRIDGE, INC., a Florida corporation**

Pursuant to the provisions of Section 607.1104 and Section 607.1105 of the Florida Business Corporation Act, Lambridge, Inc., a Florida corporation and Norbridge, Inc., a Florida corporation (the "Surviving Corporation"), hereby adopt the following Articles of Merger for the purpose of merging Lambridge with and into the Surviving Corporation (the "Merger"). All of the outstanding shares of capital stock of Lambridge and the Surviving Corporation are held by a common parent entity.

**First:** The plan of merger for the Merger (the "Plan of Merger"), pursuant to Section 607.1104 of the Florida Business Corporation Act, is attached hereto as Exhibit A, which is incorporated herein and constitutes part of these Articles of Merger.

**Second:** The Merger shall be effective upon the filing of these Articles of Merger with the Secretary of State of the State of Florida.

**Third:** The Plan of Merger was adopted by unanimous written consent of the Board of Directors of Lambridge and by unanimous written consent of the Board of Directors of the Surviving Corporation, both dated as of December 11, 2002. Approval of the shareholders of Lambridge and/or the Surviving Corporation was not required.

**IN WITNESS WHEREOF**, each of the Surviving Corporation and Lambridge have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by their respective authorized officers, on this 11th day of December, 2002.

LAMBRIDGE, INC.

By: *Alicia Ziegert*  
Name: ALICIA ZIEGERT  
Title: PRESIDENT

NORBRIDGE, INC.

By: *Alicia Ziegert*  
Name: ALICIA ZIEGERT  
Title: PRESIDENT

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**EXHIBIT A  
PLAN OF MERGER**

This Plan of Merger (this "Plan") provides for the merger of Lambridge, Inc. ("Lambridge"), a Florida corporation, with and into Norbridge, Inc., a Florida corporation ("Norbridge") pursuant to Section 607.1104 of the Florida Statutes.

**WHEREAS**, Lambridge is a corporation duly organized and existing under the laws of the State of Florida with an authorized capital of 1,000 shares of common stock, \$.01 par value per share, with all of the issued and outstanding shares (the "Lambridge Shares") being held by Melbridge Finance, Inc., a British Virgin Islands international business company (the "Parent"); and

**WHEREAS**, Norbridge is a corporation duly organized and existing under the laws of the State of Florida with an authorized capital of 1,000 shares of common stock, with a par value of \$.01 per share, with all of the issued and outstanding shares (the "Norbridge Shares") also being held by the Parent; and

**WHEREAS**, the Board of Directors of each of Lambridge and Norbridge as well as the Board of Directors of the Parent have determined that it is advisable and in the best interests of each of Lambridge, Norbridge and the Parent that Lambridge be merged with and into Norbridge, with Norbridge being the surviving corporation, on the terms and conditions set forth in this Plan.

**NOW THEREFORE BE IT RESOLVED**, that in accordance with the applicable statutes of the State of Florida, Lambridge shall be merged into Norbridge, with Norbridge being the surviving corporation, and that the terms and conditions of such merger (the "Merger"), the mode of carrying into effect, the manner and basis of converting the shares of Lambridge effected by the Merger shall be as follows:

1. **The Merger.** Upon the terms and conditions hereinafter set forth and in accordance with the Florida Business Corporation Act, at the Effective Time, Lambridge shall be merged with and into Norbridge and thereupon the separate existence of Lambridge shall cease, and Norbridge, as the surviving corporation, shall continue to exist under and be governed by the Florida Business Corporation Act.
2. **Filing.** Lambridge and Norbridge will cause Articles of Merger, in compliance with the provisions of applicable law to be executed and filed with the Florida Department of State, in the form attached as Exhibit A hereto (the "Articles of Merger").
3. **Effective Date and Time of Merger.** The Merger shall become effective immediately upon the filing of the Articles of Merger with the Secretary of State of the State of Florida (such time is referred to as the "Effective Time").
4. **Articles of Incorporation and Bylaws.** Upon the effectiveness of the Merger, the Articles of Incorporation of Norbridge shall be the Articles of Incorporation of the surviving corporation. The Bylaws of Norbridge shall be the Bylaws of the surviving corporation.
5. **Directors and Officers.** The directors and officers of Norbridge at the Effective Time shall remain as the directors and officers of the surviving corporation after the Merger; in each case, such directors and officers to serve until their successors have been duly elected and qualified in accordance with the Articles of Incorporation and Bylaws of the surviving corporation.
6. **Cancellation of Lambridge Shares.** Upon the Effective Time, by virtue of the Merger and without any action on the part of the sole shareholder of Lambridge or the sole shareholder of

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Norbridge, (i) each Norbridge Share shall continue to constitute one outstanding share of common stock of the surviving corporation and (ii) all Lambridge Shares shall be canceled and terminated in all respects.

7. **Effect of Merger.** Upon the Effective Time, Norbridge, as the surviving corporation, shall possess all the assets of every description, and every interest in the assets, wherever located, and the rights, privileges, immunities, powers, franchises and authority, of a public as well as a private nature, of each of Lambridge and Norbridge, and all obligations belonging to or due to each/either of Lambridge and Norbridge, all of which shall be vested in the Norbridge without further act or deed. Norbridge shall be liable for all the obligations of Lambridge and Norbridge; any claim existing, or action or proceeding pending, by or against Lambridge or Norbridge, may be prosecuted to judgment, with right of appeal, as if the merger had not taken place, or the surviving corporation may be substituted in its place; and all the rights of creditors of each of Lambridge and Norbridge shall be preserved unimpaired.

8. **Statement Pursuant to Section 607.1104(1)(b)4.** Although not applicable herein because the Parent, as the sole shareholder of each of Lambridge and Norbridge has approved the Merger, any shareholder of Lambridge or Norbridge that, except for the applicability of Section 607.1104 would be entitled to vote and who dissent from the Merger pursuant to 607.1320, may be entitled if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

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