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FLORIDA STATE
TALLAHASSEE, FLORIDA

FILED
MAY 1 2003
TALLAHASSEE, FLORIDA

C. Coulllette MAY 01 2003

CT CORPORATION SYSTEM

May 1, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5840624 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

HTF Technologies, Inc. (FL)
Merger (Discontinuing Company)
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Brigham Weir
Fulfillment Specialist
Brigham_Weir@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

ARTICLES OF MERGER
Merger Sheet

MERGING:

HTF TECHNOLOGIES, INC., a Florida corporation, P02000062504

INTO

DOXSENT CORPORATION, a Delaware entity not qualified in Florida.

File date: May 1, 2003

Corporate Specialist: Cheryl Coulliette

FILED
2003 MAY - 1 PM 12:26
TALLAHASSEE FLORIDA

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER is entered into this 31st day of January, 2003, pursuant to Section 252 of the General Corporation Law of the State of Delaware, between Doxsent Corporation, a Delaware corporation ("Doxsent"), and HTF Technologies, Inc., a Florida corporation ("HTF").

Doxsent and HTF, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

ARTICLE I

HTF shall be and hereby is merged with and into Doxsent which shall be the surviving corporation.

ARTICLE II

The Certificate of Incorporation of Doxsent as heretofore amended and is in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

ARTICLE III

The authorized capital stock of each corporation which is a party to the merger is as follows:

<u>Corporation</u>	<u>Class</u>	<u>Number of Shares</u>	<u>Par value per share</u>
Doxsent	Common	1,000,000	\$0.01 par value
HTF	Common	20,000,000	\$0.0001 par value

ARTICLE IV

The manner of converting the outstanding shares of the capital stock of HTF into shares or other securities of the surviving corporation shall be as follows:

- (a) Each share of common stock of the surviving corporation, which shall be issued and outstanding on the effective date of this Agreement, shall remain issued and outstanding.
- (b) After the effective date of this Agreement, each holder of an outstanding certificate representing shares of common stock of the merged corporation shall surrender the same to the surviving corporation and each such holder shall be entitled upon such surrender to receive the number of shares of common stock of

the surviving corporation on the basis of twenty (20) HTF shares for One (1) Doxsent share. Until so surrendered, the outstanding shares of stock of the merged corporation to be converted into the stock of the surviving corporation as provided herein, may be treated by the surviving corporation for all corporate purposes as evidencing the ownership of shares of the surviving corporation as though said surrender and exchange had taken place. After the effective date of this Agreement, each registered owner of any uncertified shares of common stock of the merged corporation shall have said shares cancelled and said registered owner shall be entitled to the number of common shares of the surviving corporation on the basis provided herein.

- (c) After the effective date of this Agreement, each and every debt instrument of HTF shall be assumed by and assigned to Doxsent in full as provided in any such instrument.

ARTICLE V

The terms and conditions of the merger are as follows:

- (a) The by-laws of the surviving corporation as they shall exist on the effective date of this Agreement shall be and remain the by-laws of the surviving corporation until the same shall be altered, amended and repealed as therein provided.
- (b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.
- (c) This merger shall become effective upon filing a Certificate of Merger with the Secretary of State of Delaware.
- (d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem to be necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in

the name of the merged corporation or otherwise to take any and all such action.

ARTICLE VI

At any time before the effective date of the Merger, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either Doxsent or HTF or both, notwithstanding the approval of this Agreement by the shareholders of Doxsent.

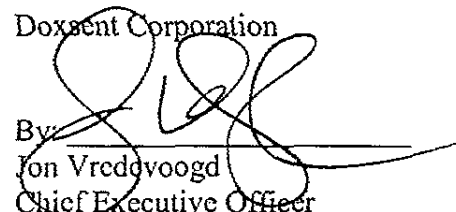
[Signature page to follow]

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused these presents to be executed by the President or any executive officer of each party hereto as the respective act, deed and agreement of said corporations on this 31st day of January, 2003.

HTF Technologies, Inc.

By: 
Jon Vredevoogd
President

Doxsent Corporation

By: 
Jon Vredevoogd
Chief Executive Officer

ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE SOLE DIRECTOR OF HTF TECHNOLOGIES, INC.

January 31, 2003

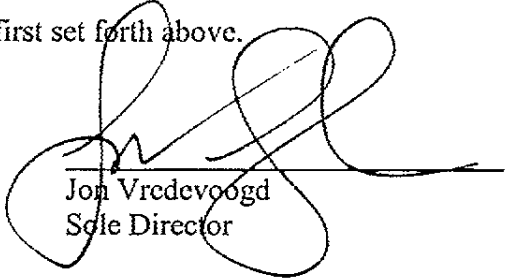
Pursuant to the Florida Business Corporations Act and Section 2.10 of the Bylaws of HTF Technologies, Inc., a Florida corporation (the "Company"), the undersigned, Directors of the Company, hereby adopt the following resolutions by written consent, effective for all purposes as of the date first set forth above:

RESOLVED, that the merger of the Company with and into Doxsent Corporation, a Delaware corporation is hereby approved.

RESOLVED, that the Company is dissolved.

RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized and empowered to execute all such instruments, documents and certificates and to take such other action in connection with the foregoing resolution.

This action shall be filed with the minutes of the proceedings of the directors of the Company, and shall be effective as of the date first set forth above.



Jon Vredevoogd
Sole Director

ACTION BY UNANIMOUS WRITTEN CONSENT
OF SHAREHOLDER OF HTF TECHNOLOGIES, INC.

January 31, 2003

Pursuant to the Florida Business Corporations Act and Section 2.10 of the Bylaws of HTF Technologies, Inc., a Florida corporation (the "Company"), the undersigned, holders of the outstanding common stock of the Company, hereby adopt the following resolutions by written consent, effective for all purposes as of the date first set forth above:

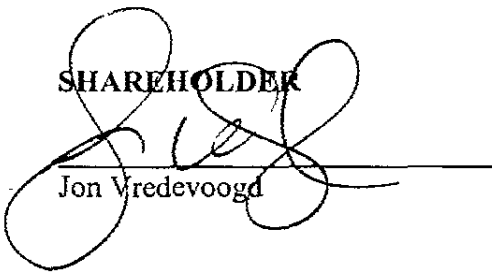
RESOLVED, that the merger of the Company with and into Doxsent Corporation, a Delaware corporation is hereby approved.

RESOLVED, the Company is dissolved.

RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized and empowered to execute all such instruments, documents and certificates and to take such other action in connection with the foregoing resolution.

This action shall be filed with the minutes of the proceedings of the shareholders of the Company, and shall be effective as of the date first set forth above.

SHAREHOLDER


Jon Vredevoogd

SECRETARY'S CERTIFICATE
OF
HTF TECHNOLOGIES, INC.

I, Jon Vredevoogd, Secretary of HTF Technologies, Inc., a corporation duly organized and existing under Florida Business Corporation Act ("HTF"), do hereby certify that:

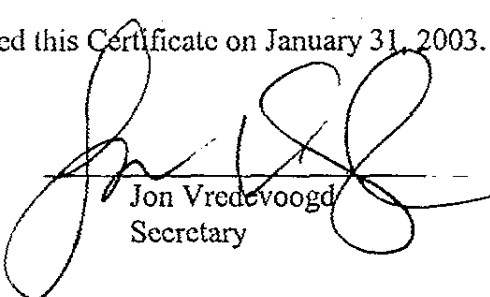
1. Pursuant to Article IV (b) the Agreement and Plan of Merger (the "Agreement") ratifying the merger of HTF Technologies, Inc. ("HTF") with and into Doxsent (attached hereto as Attachment A), the holders of outstanding certificates representing shares of common stock of HTF, will surrender the same to Doxsent, and each such shareholder (the "Shareholder") is entitled upon such surrender to receive the number of shares of common stock of Doxsent, on the basis of twenty (20) HTF shares for One (1) Doxsent share. Furthermore, pursuant to the Agreement, each Shareholder holding any uncertified shares of common stock of HTF shall have said shares cancelled and said Shareholder shall be entitled to the number of common shares of Doxsent stock on the basis provided in the Agreement and further outlined below.
2. Chart showing conversion of shareholders' shares from HTF to Doxsent:

<u>Shareholder</u>	<u>HTF - Number of Shares Allocated</u>	<u>Doxsent - Number of Shares To Be Allocated</u>
Jon Vredevoogd	1,500,000	75,000

3. Chart showing shares issued pursuant to merger with HTF:

<u>Shareholder</u>	<u>Number of Shares To Be Issued</u>
Jon Vredevoogd	96,250

IN WITNESS WHEREOF, I have executed this Certificate on January 31, 2003.



Jon Vredevoogd
Secretary