

To: Division of Corporations
Subject: 000650.79123

From: Bright, Estep

Friday, December 28, 2007 1:24 PM Page: 1 of 5

P02000073864

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H07000307407 3)))



H070003074073ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

** file first **



000650.79123

RECEIVED

2007 DEC 28 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

TESLAR INSIDE CORPORATION

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 DEC 28 PM 4:48

FILED

Electronic Filing Menu

Corporate Filing Menu

Help

Art. of Merger
12/28/07
De

ARTICLES OF MERGER
of
TESLAR INSIDE CORPORATION
(a Florida corporation)
and
PHILIP STEIN, INC.
(a Florida corporation)

H070003074073

07 DEC 28 PM 4:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

1-1-08

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), **TESLAR INSIDE CORPORATION**, a Florida corporation (the "Surviving Corporation"), and **PHILIP STEIN, INC.**, a Florida corporation (the "Disappearing Corporation"), hereby file these Articles of Merger providing as follows:

1. **Plan of Merger.** Attached as Exhibit A is a copy of the Plan of Merger dated November 30, 2007 describing the merger between the Disappearing Corporation and the Surviving Corporation.

2. **Effective Time.** The merger of the Disappearing Corporation with and into the Surviving Corporation in accordance with the Plan of Merger is to become effective on January 1, 2008.

3. **Adoption of Plan of Merger.** The Plan of Merger was adopted and approved in accordance with the provisions of the Act by the unanimous written consent of the board of directors and shareholders of each of the Surviving Corporation and the Disappearing Corporation dated November 30, 2007.

IN WITNESS WHEREOF, these Articles of Merger have been executed by a duly authorized officer of each of the Surviving Corporation and the Disappearing Corporation this 30th day of November, 2007.

TESLAR INSIDE CORPORATION, a Florida corporation

By: _____

Wilhelm Stein, President

PHILIP STEIN, INC., a Florida corporation

By: _____

Wilhelm Stein, President

H070003074073

H07000307407 3

**PLAN OF MERGER
OF
PHILIP STEIN, INC.
AND
TESLAR INSIDE CORPORATION**

THIS PLAN OF MERGER (the "Plan") is entered into this 30th day of November, 2007 by and between Philip Stein, Inc., a Florida corporation (the "Disappearing Corporation"), and Teslar Inside Corporation, a Florida corporation (the "Surviving Corporation").

R E C I T A L S:

A. Each of the Disappearing Corporation and the Surviving Corporation is a corporation duly organized and existing under the laws of the State of Florida.

B. The directors of each of the Disappearing Corporation and the Surviving Corporation believe that the merger of the Disappearing Corporation into the Surviving Corporation would be advantageous and beneficial to the respective shareholders of those corporations.

C. Each of the Disappearing Corporation and the Surviving Corporation has agreed that the Disappearing Corporation shall merge into the Surviving Corporation upon the terms and conditions and in the manner set forth in this Plan and in accordance with the applicable laws of the State of Florida.

NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, guarantees and representations contained in this Plan and in order to consummate the transactions described above, the Disappearing Corporation and the Surviving Corporation, the constituent corporations to this Plan, agree as follows:

1. **Merger.** The Disappearing Corporation shall be merged with and into the Surviving Corporation.

2. **Filing and Effective Time.** The Surviving Corporation shall file Articles of Merger with the Florida Department of State pursuant to Section 607.1105 of the Florida Business Corporation Act ("FBCA"). The effective date of the merger (the "Effective Date") shall be January 1, 2008.

3. **Surviving Corporation.** The Surviving Corporation shall continue its existence under its current name pursuant to the provisions of the FBCA, and all the property, rights, privileges, powers and franchises of each of the Surviving Corporation and the Disappearing Corporation shall vest in the Surviving Corporation, and all debts, liabilities and duties of each of the Surviving Corporation and the Disappearing Corporation shall become the debts, liabilities and duties of the Surviving Corporation. The Articles of Incorporation and the Bylaws of the Surviving Corporation shall remain the Articles of Incorporation and the Bylaws of the Surviving Corporation following the merger without amendment.

H07000307407 3

H07000307407 3

4. **Directors and Officers.** The directors and officers of the Surviving Corporation upon the Effective Date shall continue to be the directors and the 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. **Disappearing Corporation.** The separate existence of the Disappearing Corporation shall cease upon the Effective Date of the merger.

6. **Disappearing Corporation Stock.** The Disappearing Corporation has 33.33 shares of outstanding common stock (the "DC Stock"), which DC Stock is the only class of securities outstanding of the Disappearing Corporation. Each share of DC Stock shall be exchanged for one share of SC Stock, as defined in paragraph 7 below, in the merger.

7. **Surviving Corporation Stock.** The Surviving Corporation has 66.66 shares of outstanding common stock (the "SC Stock"), 33.33 shares of which are owned by the Disappearing Corporation and which will be extinguished in the merger. The SC Stock is the only class of securities outstanding of the Surviving Corporation.

8. **Terms of the Merger.** On the Effective Date, by virtue of the merger, each share of the DC Stock issued and outstanding immediately prior to the Effective Date shall be converted into one newly issued share of common stock of the Surviving Corporation. Each stock certificate of the Disappearing Corporation evidencing ownership of any of the DC Stock shall be cancelled and replaced by a newly issued stock certificate to evidence ownership of such shares of capital stock of the Surviving Corporation.

9. **Approval.** The transactions contemplated by this Plan have previously been submitted to and approved by the shareholders and the Boards of Directors of each of the Disappearing Corporation and the Surviving Corporation. Subsequent to the execution of this Plan by the appropriate officers of each of the Disappearing Corporation and the Surviving Corporation, the proper officers of each corporation shall cause to be executed and filed such documents prescribed by the laws of the State of Florida and to perform all such further acts as may be necessary or proper to render effective the merger contemplated by this Plan.

10. **Shareholder Dissent.** The shareholders of the Disappearing Corporation who comply with the provisions of FBCA regarding the rights of dissenting shareholders shall be entitled to be paid the fair market value of their shares.

11. **Governing Law.** This Plan shall be construed in accordance with and governed by the laws of the State of Florida, without resort to choice of law principles.

12. **Further Assurances.** Each of the parties hereto shall take or cause to be taken all actions, and do or cause to be done all things, necessary, proper or advisable to effectuate the merger.

H07000307407 3

H07000307407 3

13. **Counterparts.** This Plan may be executed in one or more counterparts, each of which will be deemed an original and all of which together will constitute one and the same instrument.

IN WITNESS WHEREOF, the duly authorized officers of the constituent corporations have executed this Plan as of the date first above written.

"DISAPPEARING CORPORATION"

PHILIP STEIN, INC.

By: _____

Wilhelm Stein, President

"SURVIVING CORPORATION"

TESLAR INSIDE CORPORATION

By: _____

Wilhelm Stein, President

H07000307407 3