

P02000131752

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



900048422429

*Merger  
T. Lewis*

03/16/05--01044--005 \*\*78.75

FILED  
05 MAR 16 AM 9:39  
FALLS CHURCH, VA  
SECRETARY OF STATE

—

KRUEGER  
GROUP, LLP

San Francisco  
San Diego  
La Jolla

La Jolla Law Building

5771 La Jolla Boulevard  
La Jolla, California 92037  
858 729 9997  
858 729 9995 fax  
kruegerblair@hotmail.com

WILLIAM L. PARKER, ESQ.\*

*\*Licensed in Texas and Washington*

March 15, 2005

VIA FEDERAL EXPRESS

Florida Department of State  
Division of Corporations  
Amendment Section  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Alliant Diagnostics, Inc., Document No. P02000131752 – Articles of  
Merger and Plan of Merger

Dear Sir or Madam:

Alliant Diagnostics, Inc., a Florida corporation (the "Company"), has entered into a Merger and Reorganization Agreement (the "Merger Agreement") with ASD Group, Inc., a Delaware corporation ("ASD"), for the purpose of merging the Company and its entire business with and into ASD. ASD, being the surviving corporation, will then change its name to "Alliant Diagnostics, Inc." (the "Merger Plan").

On behalf of the Company, I am enclosing all required documentation for filing the Articles of Merger pursuant to section 607.1105 of the Florida Business Corporations Act. Also enclosed is a check in the amount of \$78.75 made payable to the Florida Department of State to pay all fees required (\$35.00 for each merging corporation plus \$8.75 for a certified copy).

I have included an extra copy of the Articles of Merger and Plan of Merger for the certified copy as requested. Please return it to my attention in the self-addressed, postage-paid envelope provided.

THE KRUEGER GROUP, LLP

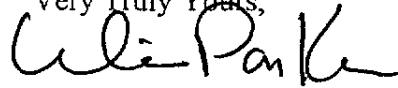
Florida Department of State

March 15, 2005

Page 2

Should you have any questions or require any additional information, please do not hesitate to telephone me or Blair Krueger at (858) 729-9997.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "William Parker". The signature is fluid and cursive, with the first name "William" and last name "Parker" clearly distinguishable.

William Parker, Esq.

WLP:wlp  
Enclosure

## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

FILED  
05 MAR 16 AM 9:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FIRST:** The name and jurisdiction of the **surviving** corporation:

Name	Jurisdiction	Document Number
ASD Group, Inc.	DE	N/A

**SECOND: Second:** The name and jurisdiction of each **merging** corporation:

Name	Jurisdiction	Document Number
Alliant Diagnostics, Inc.	FL	P02000131752

**THIRD:** The Plan of Merger is attached.

**FOURTH:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.


**FIFTH:** The Plan of Merger was adopted by the shareholders of **ASD Group, Inc.**, the surviving corporation, on January 10, 2005.

**SIXTH:** The Plan of Merger was adopted by the shareholders of **Alliant Diagnostics, Inc.**, the merging corporation, on January 10, 2005.

**SEVENTH:**

ASD GROUP, INC.,  
a Delaware corporation

ALLIANT DIAGNOSTICS INC.,  
a Florida corporation

  
\_\_\_\_\_  
Kevin Sutherland, President

\_\_\_\_\_  
Jesse Berger, President

## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

**FIRST:** The name and jurisdiction of the **surviving** corporation:

Name	Jurisdiction	Document Number
ASD Group, Inc.	DE	N/A

**SECOND: Second:** The name and jurisdiction of each **merging** corporation:

Name	Jurisdiction	Document Number
Alliant Diagnostics, Inc.	FL	P02000131752

**THIRD:** The Plan of Merger is attached.

**FOURTH:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**FIFTH:** The Plan of Merger was adopted by the shareholders of **ASD Group, Inc.**, the surviving corporation, on January 10, 2005.


**SIXTH:** The Plan of Merger was adopted by the shareholders of **Alliant Diagnostics, Inc.**, the merging corporation, on January 10, 2005.

**SEVENTH:**

ASD GROUP, INC.,  
a Delaware corporation

ALLIANT DIAGNOSTICS INC.,  
a Florida corporation

\_\_\_\_\_  
Kevin Sutherland, President

  
\_\_\_\_\_  
Jesse Berger, President

## PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

**FIRST:** The name and jurisdiction of the **surviving** corporation:

Name	Jurisdiction	Document Number
ASD Group, Inc.	DE	N/A

**SECOND: Second:** The name and jurisdiction of each **merging** corporation:

Name	Jurisdiction	Document Number
Alliant Diagnostics, Inc.	FL	P02000131752

**THIRD:** The terms and conditions of the Merger are as follows:

Alliant Diagnostics, Inc, ("ALLIANT") shall be merged with and into ASD Group, Inc. ("ASD"). ASD shall be the surviving corporation (hereinafter sometimes the "Surviving Corporation") and the separate existence of ALLIANT shall cease when the Merger shall become effective. ASD is concurrently changing its name to "Alliant Diagnostics, Inc."

**FOURTH:** The manner and basis of converting the shares of each corporation into shares, obligation, or other securities of the Surviving Corporation are as follows:

**ALLIANT** - Each share of ALLIANT stock issued and outstanding shall automatically be converted into the right to receive one share of ASD stock. All such shares of ALLIANT stock shall no longer be outstanding and shall automatically be canceled and shall cease to exist. Any shares of ALLIANT capital stock held in the treasury of ALLIANT shall automatically be canceled and extinguished without any conversion thereof and no payment shall be made with respect thereto.

**ASD** – Simultaneously with the Merger, ASD will effectuate a one-for-ten (1:10) reverse stock split by which each shareholder of ASD shall receive one share of Common Stock for every ten shares of Common Stock of ASD that they presently own. The number of presently issued and outstanding shares of Common Stock will be reduced from 50,000,000 to 5,000,000 shares.

Immediately upon the completion of the reverse stock split, ASD will effectuate an increase of authorized shares of Common Stock from 50,000,000 to 200,000,000 shares, par value \$.0001 and an increase of

authorized shares of Preferred Stock from 1,000,000 to 20,000,000 shares,  
par value \$.0001.

**FIFTH:**

ASD GROUP, INC.,  
a Delaware corporation



---

Kevin Sutherland, President

ALLIANT DIAGNOSTICS INC.,  
a Florida corporation

---

Jesse Berger, President

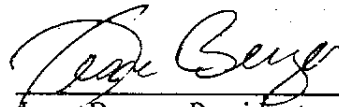
authorized shares of Preferred Stock from 1,000,000 to 20,000,000 shares,  
par value \$.0001.

**FIFTH:**

ASD GROUP, INC.,  
a Delaware corporation

ALLIANT DIAGNOSTICS INC.,  
a Florida corporation

\_\_\_\_\_  
Kevin Sutherland, President

  
\_\_\_\_\_  
Jesse Berger, President