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NAME : AKERMAN SENTERFITT & EIDSON

FILE NUMBER : 638
DATE : DEC-09 11:35AM
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*** SUCCESSFUL TX NOTICE ***

Division of Corporations

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From: Ross Wong, Paralegal
Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.
Account Number : 075671001243
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MERGER OR SHARE EXCHANGE
BEACON ANALYTICS, INC.

Certificate of Status	0
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Page Count	05
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December 9, 2005

FLORIDA DEPARTMENT OF STATE
Division of Corporations

BEACON ANALYTICS, INC.
1001 BRICKELL BAY DR. 30TH FLOOR
MIAMI, FL 33131

SUBJECT: BEACON ANALYTICS, INC.
REF: P03000079605

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

Section 607.1101(3)(a), Florida Statutes provides that a plan of merger may set forth amendments to, or a restatement of the articles of incorporation of the surviving corporation. Therefore, if the articles of incorporation of the merging corporation will become the articles of incorporation of the surviving corporation, please add an exhibit titled Restated Articles of Incorporation which include the provisions of the restated articles currently in effect for the surviving corporation. If the registered agent is also changing, the signature of the new agent is required, along with a statement that he/she is familiar with and accepts the obligations of the position.

Please add an exhibit indicating the titles, names, and addresses of the officers/directors of the surviving corporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson
Document Specialist

FAX Attn. #: R05000282037
Letter Number: 205A00071300

P.O. BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF MERGER
OF
LAZNAR ACQUISITION CORP.
AND
BEACON ANALYTICS, INC.
(Florida Profit Corporations)**

05 DEC -9 AM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST: The name, street address of its principal office, jurisdiction and entity type of the merging corporation is:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
LAZNAR ACQUISITION CORP. 1001 Brickell Bay Dr. 30 th Floor Miami, Florida 33131	Florida	Profit corporation

Florida Document Number: P04000099117

SECOND: The name, street address of its principal office, jurisdiction and entity type of the surviving corporation is:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
BEACON ANALYTICS, INC. 1001 Brickell Bay Dr. 30 th Floor Miami, Florida 33131	Florida	Profit corporation

Florida Document Number: P03000079605

THIRD: The attached Plan of Merger meets the requirements of section 607.1101 of Florida Statutes, and was approved by each corporation.

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

FIFTH: Adoption of Merger by surviving corporation: The Plan of Merger was adopted by the board of directors and shareholders of the surviving corporation on December 9, 2005.

SIXTH : Adoption of Merger by merging corporation: The Plan of Merger was adopted by the board of directors and shareholders of the merging corporation on December 9, 2005.

[Signatures on the following page]

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DATED effective as of December 9, 2005.

SURVIVING CORPORATION:

BEACON ANALYTICS, INC.

By: 

Frank Zomerfeld, Secretary

MERGING CORPORATION:

LAZNAR ACQUISITION CORP.

By: 

Frank Zomerfeld, Secretary

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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Plan") has been adopted as of the 9th day of December, 2005 by Beacon Analytics, Inc., a Florida corporation ("Beacon") and Laznar Acquisition Corp., a Florida corporation ("Laznar").

RECITALS

The Directors of Beacon and the Directors of Laznar have determined that it is advisable and in the best interest of each of Beacon and Laznar that Laznar be merged with and into Beacon the terms and subject to the conditions set forth herein (the "Merger").

ARTICLE I

The Merger

On the Effective Date (as defined in Article V hereof), Laznar shall merge with and into Beacon in accordance with the Florida Business Corporation Act, and the separate existence of Laznar shall cease and Beacon shall thereafter continue as the surviving corporation (the "Surviving Entity") under the laws of the State of Florida.

ARTICLE II

The Surviving Entity

On the Effective Date, the Articles of Incorporation of Beacon as in effect immediately prior to the Effective Date, shall be the Articles of Incorporation of the Surviving Entity.

On the Effective Date, the Bylaws of Beacon, as in effect immediately prior to the Effective Date, shall be the Bylaws of the Surviving Entity, until thereafter altered, amended or repealed.

On the Effective Date, the officers and directors of Beacon immediately prior to the Effective Date shall be the officers and directors of the Surviving Entity until their successors are duly elected and qualified or until their earlier resignation, removal, death or disability.

ARTICLE III

Manner and Basis of Converting Shares

On the Effective Date, each issued and outstanding share of common stock, par value \$0.01 per share, of Laznar, shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and extinguished.

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ARTICLE IV

Effect of Merger

On the Effective Date, all property, rights, privileges, powers and franchises of Laznar shall vest in the Surviving Entity, and all liabilities and obligations of Laznar shall become liabilities and obligations of the Surviving Entity.

ARTICLE V

Effective Date

As used in this Agreement, the term "Effective Date" shall mean December 9, 2005.

ARTICLE VI

Amendment, Modification and Termination

The Directors of Beacon and/or Laznar may amend, terminate and/or abandon the Merger at any time prior to the Effective Date.

[Signatures on following page]

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IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first above written.

BEACON ANALYTICS, INC.

By: 

Frank Zomerfeld, Secretary

LAZNAR ACQUISITION CORP.

By: 

Frank Zomerfeld, Secretary

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