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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 3, 2003

APPENTA CORP.
249 BAREFOOT BEACH BOULEVARD
BONITA SPRINGS, FL 34134

SUBJECT: APPENTA CORP.
REF: P03000082728

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.

If shareholders approval for the Florida corporation was not required, a statement to that effect must be contained in the merger.

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) 245-6869.

Teresa Brown
Document Specialist

FAX Aud. #: H03000266436
Letter Number: 203A00049159

*** RESUBMIT**
Please give original
submission date as file date.
if possible!! -thank you.

ARTICLES OF MERGER
OF
APPENTA CORP.
(Massachusetts)
and
APPENTA CORP.
(Florida)

FILED
03 SEP -3 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging APPENTA CORP., a Massachusetts corporation with and into APPENTA CORP., a Florida corporation.
2. The merger of APPENTA CORP. with and into APPENTA CORP. is permitted by the laws of the jurisdiction of organization of Massachusetts and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of APPENTA CORP. was August 1, 2003.
3. The shareholders of APPENTA CORP. entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent unanimously given by all shareholders in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

Executed on August 1, 2003.

APPENTA CORP.
(Massachusetts)

By: Louise Penta
Louise Penta, President

APPENTA CORP.
(Florida)

By: Louise Penta
Louise Penta, President

PLAN OF MERGER adopted for APPENTA CORP., a business corporation organized under the laws of the State of Massachusetts by resolution of its Shareholders and Board of Directors on August 1, 2003, and adopted for APPENTA CORP., a business corporation organized under the laws of the State of Florida, by resolution of its Shareholders and Board of Directors on August 1, 2003. The names of the corporations planning to merge are APPENTA CORP., a business corporation organized under the laws of the State of Massachusetts and APPENTA CORP., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which APPENTA CORP. plans to merge is APPENTA CORP.

1. APPENTA CORP., a Massachusetts corporation and APPENTA CORP., a Florida corporation shall, pursuant to the provisions of the laws of the State of Massachusetts and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, APPENTA CORP., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of APPENTA CORP., a Massachusetts corporation, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the laws of the jurisdiction of its organization.
2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.
3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.
4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first 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. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall at the effective time and date of merger be converted into one share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.
6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the non-surviving corporation, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed the the provisions of the Florida Business Corporation Act.
7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the non-surviving corporation, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Massachusetts and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.
8. At any time or from time to time after the Date of Merger, the last acting officers of APPENTA CORP., a Massachusetts corporation, shall execute and deliver all such deeds, assignments and other instruments and take all such further action as the surviving corporation may deem necessary in order to carry out the intent and purposes of this Plan.
9. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things and to make execute, deliver file and/or record any and all instruments, papers, and documents which

shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

Executed this 15th day of August, 2003.

APPENTA CORP.
(Massachusetts)

By: 
Louise Penta, President

APPENTA CORP.
(Florida)

By: 
Louise Penta, President