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From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850)521-1000
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

MTECH STRATEGIES OF FLORIDA, INC.

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**STATE OF FLORIDA
ARTICLES OF MERGER OF**

MTECH STRATEGIES, INC.,
a Delaware corporation

INTO

MTECH STRATEGIES OF FLORIDA, INC.,
a Florida corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Section 607.1101, entitled "Merger," the undersigned corporations adopt the following Articles of Merger:

FIRST: The Plan of Merger ("Plan of Merger") attached hereto as Exhibit A was adopted by the Board of Directors and all of the shareholders of MTech Strategies, Inc., a Delaware corporation (the "Merged Corporation") as of December 30, 2003. The Plan of Merger was adopted by the Board of Directors and all of the shareholders of MTech Strategies of Florida, Inc., a Florida corporation (the "Surviving Corporation"), as of December 30, 2003.

SECOND: The Effective Date and Time of these Articles of Merger shall be 11:59 p.m. on December 31, 2003 after these Articles of Merger are filed with the Florida Department of State in accordance with Florida Statutes Chapter 607 and a Certificate of Merger is filed with the Delaware Secretary of State in accordance with the Delaware General Corporation Law.

THIRD: At the Effective Date and Time the following actions will occur in accordance with the Plan of Merger:

- a. The Merged Corporation shall be merged with and into the Surviving Corporation (hereinafter, the "Merger").
- b. The Articles of Incorporation of the Surviving Corporation as in effect immediately prior to the Merger shall thereafter continue in full force and effect as the Articles of Incorporation of the Surviving Corporation until altered or amended as provided therein or by law; provided, however, that the name of the Surviving Corporation shall be and it hereby is amended to be "MTech Strategies, Inc."
- c. The currently issued and outstanding shares of common stock of the Surviving Corporation owned by its shareholders immediately prior to the Merger shall remain as the issued and outstanding common stock of the Surviving Corporation after the Merger.
- d. Each share of common stock of the Merged Corporation issued and outstanding immediately prior to the Merger shall be canceled and extinguished.

WHEREFORE, the undersigned corporations have caused their duly authorized representative to execute these Articles of Merger as of this 30th day of December, 2003.

MERGED CORPORATION:

MTECH STRATEGIES, INC.

By: Chicke Fitzgerald
Chicke Fitzgerald, President

SURVIVING CORPORATION:

MTECH STRATEGIES OF FLORIDA, INC.

By: Chicke Fitzgerald
Chicke Fitzgerald, President

EXHIBIT A**AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER, made and entered into as of the 30th day of December, 2003, by and between MTech Strategies, Inc., a Delaware corporation (the "Merged Corporation"), and MTech Strategies of Florida, Inc., a Florida corporation (the "Surviving Corporation").

WITNESSETH:

WHEREAS, the Merged Corporation is a Delaware corporation and has authorized capital stock of One Thousand Five Hundred (1,500) shares, with no par value, of which One Thousand Five Hundred (1,500) shares are currently issued and outstanding;

WHEREAS, the Surviving Corporation is a Florida corporation, and has authorized capital stock of Ten Thousand (10,000) shares, \$0.001 par value per share, of which One Thousand (1,000) shares are currently issued, outstanding, and held by Chicke Fitzgerald and Michael Fitzgerald, by tenancy by the entirety;

WHEREAS, the Board of Directors and shareholders of the Merged Corporation deem it advisable and in the best interests of the Merged Corporation to merge with and into the Surviving Corporation pursuant to Florida Statutes Section 607.1108; the Delaware General Corporation Law 252, and Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, entitled "Statutory Merger or Consolidation" so that no gain or loss will be recognized by the Surviving Corporation for federal income tax purposes, and the Board of Directors and shareholders of the Surviving Corporation deem it advisable and in the best interests of the Surviving Corporation to effect such merger, pursuant to which the Surviving Corporation shall be the surviving entity and its existence as a continuing corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger except as set forth herein (hereinafter called the "Merger"); and

WHEREAS, this Agreement and Plan of Merger was approved, certified and adopted by the Board of Directors and shareholders of the Merged Corporation and by the Board of Directors and shareholders of the Surviving Corporation in the manner prescribed by Florida Statutes Section 607.1103, and the Delaware General Corporation Law Section 251, respectively.

NOW THEREFORE, in consideration of the mutual covenants, agreements and provisions contained herein, the parties hereto agree, in accordance with the provisions of Florida Statutes Section 607.1108, and the Delaware General Corporation Law Section 252, the Merged Corporation shall be and hereby is merged with and into the Surviving Corporation, and that the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and basis of converting or otherwise dealing with the shares of stock of the Merged Corporation shall be as hereinafter set forth.

ARTICLE I
CORPORATE EXISTENCE

A. Upon the Merger becoming effective, (i) the separate existence of the Merged Corporation shall cease, (ii) the Surviving Corporation shall continue and be governed by the laws of the State of Florida, (iii) all property, real, personal, tangible and intangible and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, all immunities of a public and of a private nature, all debts due on whatever account and all other choses in action belonging to the Merged Corporation shall be taken and be deemed to be transferred to and vested in the Surviving Corporation and shall be thereafter as effectively the property of the Surviving Corporation as they were the property of the Merged Corporation, and (iv) the title to any property, real, personal, tangible, intangible or mixed, wherever situated, and the ownership of any right or privilege vested in the Merged Corporation shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Corporation. Upon the Merger becoming effective, all rights of creditors and all liens upon the property of the Merged Corporation shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective, and all debts, contracts, liabilities, obligations and duties of the Merged Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

ARTICLE II
ARTICLES OF INCORPORATION OF SURVIVING COMPANY

The Articles of Incorporation of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Articles of Incorporation of the Surviving Corporation until the same shall be altered, amended or repealed; provided that the name of the Surviving Corporation is hereby changed from "MTech Strategies of Florida, Inc." to "MTech Strategies, Inc."

ARTICLE III
BYLAWS OF SURVIVING COMPANY

The Bylaws of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed.

ARTICLE IV
BOARD OF DIRECTORS, OFFICERS AND SHAREHOLDERS
OF THE SURVIVING COMPANY

The Board of Directors, officers and shareholders of the Surviving Corporation in place immediately prior to the time the Merger becomes effective, shall, upon the Merger becoming effective, be and remain the Board of Directors, officers and shareholders of the Surviving Corporation until their successors are elected and qualified or the shareholder transfers his, her or its interest in the Surviving Corporation. The Directors of the Surviving Corporation and their business addresses are as follows:

Chicke Fitzgerald
 6115 Galleon Way
 Tampa, Florida 33615

Michael Fitzgerald
 6115 Galleon Way
 Tampa, Florida 33615

ARTICLE V
MANNER OF CONVERTING SHARES

The currently issued and outstanding shares of capital stock of the Surviving Corporation immediately prior to the Merger shall remain as the issued and outstanding shares of capital stock of the Surviving Corporation after the Merger. Each share of common stock of the Merged Corporation issued and outstanding at the time of the effective date of the Merger shall be canceled and extinguished.

ARTICLE VI
APPROVAL OF MERGER

This Agreement and Plan of Merger has been approved by the Board of Directors and shareholders of the Merged Corporation and the Board of Directors and shareholders of the Surviving Corporation, as provided by Delaware General Corporation Law Section 251 and Florida Statutes Section 607.1103, respectively, as of December 30, 2003.

ARTICLE VII
EFFECTIVE DATE AND TIME OF MERGER

This Merger shall become effective as of 11:59 p.m. on December 31, 2003 after the filing of Articles of Merger with the Florida Department of State and a Certificate of Merger with the Delaware Secretary of State in accordance with Florida Statutes Chapter 607 and the Delaware General Corporation Law.

WHEREFORE, the Merged Corporation and the Surviving Corporation have caused their duly authorized representatives to execute this Agreement and Plan of Merger and to adopt, approve, certify and acknowledge the same.

MTECH STRATEGIES, INC.

By: Chicke Fitzgerald
Chicke Fitzgerald,
President

ATTEST:


Michael Fitzgerald, Secretary

MTECH STRATEGIES OF FLORIDA, INC.

By: Chicke Fitzgerald
Chicke Fitzgerald,
President

ATTEST:


Michael Fitzgerald, Secretary