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Division of Corporations

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

THALES ASSOCIATES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

THALES, INC.
(a Vermont Corporation)

INTO

THALES ASSOCIATES, INC.
(a Florida Corporation)

Under Section 11.05 of the
Vermont Business Corporation Act

Thales Associates, Inc., a Florida corporation, does hereby certify that:

FIRST: The names and jurisdiction of formation of the merging corporations are: Thales, Inc. ("Thales-Vermont"), formed pursuant to the Business Corporation Act of the State of Vermont; and Thales Associates, Inc. ("Thales-Florida"), formed pursuant to the Business Corporation Act of the State of Florida (collectively, the "Companies").

SECOND: The Plan of Merger (the "Plan"), attached as Exhibit A hereto, has been approved by the Board of Directors and the sole shareholder of Thales-Vermont as of January 24, 2004; and approved by the Board of Directors and the sole shareholder of Thales-Florida as of January 24, 2004.

THIRD: The name of the surviving corporation is Thales Associates, Inc.

FOURTH: The merger will be effective upon the filing of the Articles of Merger with the Secretary of State of the State of Florida and the Secretary of State of the State of Vermont.

FIFTH: The executed Plan is on file at the principal place of business of Thales-Florida: 3100 North Ocean Boulevard, Unit 408, Fort Lauderdale, Florida 33308.

SIXTH: A copy of the Plan will be furnished by Thales-Florida on request and without cost to any shareholder of the Companies.

IN WITNESS WHEREOF, the undersigned hereby signs these Articles of Merger
and affirms the statements made herein as true under the penalty of perjury on January 24, 2004.

THALES, INC.

By: 

Name: Gary F. Seelinger
Title: President

THALES ASSOCIATES, INC.

By: 

Name: Gary F. Seelinger
Title: President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**PLAN OF MERGER
OF
THALES, INC.
INTO
THALES ASSOCIATES, INC.**

The following Plan of Merger has been adopted by the unanimous written consent of the Board of Directors and the sole shareholder of THALES, INC., a Vermont corporation ("Thales-Vermont") and by the Board of Directors and the sole shareholder of THALES ASSOCIATES, INC., a Florida corporation ("Thales-Florida") pursuant to Section 11.03 of the Vermont Business Corporation Act and Section 607.1103 of the Florida Business Corporation Act. Thales-Vermont and Thales-Florida agree as follows:

1. Name of Constituent Corporations.

- (a) The names of the constituent corporations are Thales, Inc., a Vermont corporation and Thales Associates, Inc., a Florida corporation.
- (b) The name of the surviving corporation is Thales Associates, Inc.

2. Terms and Conditions.

- (a) The designation and number of outstanding shares of Thales-Vermont are 200 shares of Common Stock without par value, each of which is entitled to one vote per share (individually referred to as a "Thales-Vermont Common Share"). The designation and number of outstanding shares of Thales-Florida are 200 Common Shares without par value, each of which is entitled to one vote per share (collectively referred to as "Thales-Florida Common Shares"). The number of outstanding shares of each corporation is not subject to change prior to the effective date of the merger.
- (b) The effect of the merger shall be the effect prescribed in Section 11.06 of the Business Corporation Act of the State of Vermont and in Section 607.1106 of the Business Corporation Act of the State of Florida.

- (c) The by-laws of Thales-Florida, the surviving corporation, as shall exist on the effective date of the merger, shall continue in full force and effect until the same shall be altered, amended or repealed as therein provided.
 - (d) From and after the effective date of the merger, the Board of Directors of Thales-Florida, the surviving corporation, shall continue in office until their successors are elected and qualified or until their earlier death, resignation or removal. If at or after the effective date of the merger, a vacancy shall exist in the Board of Directors of the surviving corporation, such vacancy may thereafter be filled in the manner provided by law and the by-laws of the surviving corporation.
 - (e) From and after the effective date of the merger, the officers of Thales-Florida, the surviving corporation, shall continue in office in the same capacity or capacities, until their successors are elected and qualified or until their earlier death, resignation or removal.
3. Effective Date. The merger shall be effective as of the date of the filing of the Articles of Merger under Section 11.05 of the Business Corporation Act of the State of Vermont and under Section 607.1105 of the Business Corporation Act of the State of Florida ("the Effective Date").
4. Conversion of Shares. Upon the Effective Date of the merger, each outstanding Thales-Vermont Common Share shall be cancelled. The presently outstanding Thales-Florida Common Shares shall remain outstanding and unchanged.
5. Execution of the Plan. This Plan may be executed (i) in one or more counterparts, each of which is deemed an original and all of which taken together constitute one and the same instrument, and (ii) by the appropriate officer using a facsimile signature, in which case the other parties to this Plan are entitled to rely on such facsimile signature as conclusive evidence that this Plan has been duly executed by such officer.

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Dated: January 24, 2004

THALES, INC.

By: 
Gary F. Seelinger, President

THALES ASSOCIATES, INC.

By: 
Gary F. Seelinger, President