

P04000039672

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

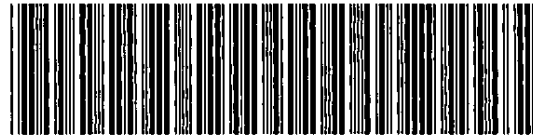
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



900134835339

08/26/08--01003--020 \*\*78.75

EFFECTIVE DATE

08-31-08

RECEIVED

08 AUG 26 PM 12:41

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED

08 AUG 26 PM 2:50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# AUSLEY & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

227 SOUTH CALHOUN STREET  
P.O. BOX 391 (ZIP 32302)  
TALLAHASSEE, FLORIDA 32301  
(850) 224-9115 FAX (850) 222-7560

August 26, 2008

Secretary of State's Office  
Division of Corporations  
2661 Executive Center Circle West  
Tallahassee, Florida 32301

RE: Corporate Merger:  
Surviving: Robotic Parking Systems, Inc. P04000039672  
Merging: Robotic Parking, Inc. P94000067901  
Effective Date: August 31, 2008

Dear Sir or Madam:

Enclosed for filing are Articles of Merger and the Plan of Merger for the above-referenced companies and our check for \$78.75. Also enclosed is an extra copy of the Articles for the certified copy. Please call Chris Vause at 425-5446 when the certified copy is ready to be picked-up.

Thank you for your assistance.

Sincerely,



Chris Vause  
Secretary to John T. "Tim" Leadbeater

/cv  
Enclosures

u:\adm\sec of state - merger jtl.doc

## ARTICLES OF MERGER

Pursuant to Section 607.1105, Florida Statutes, **ROBOTIC PARKING, INC.**, a Florida corporation, and **ROBOTIC PARKING SYSTEMS, INC.**, a Florida corporation, adopt the following Articles of Merger for the purposes of merging **ROBOTIC PARKING, INC.** into **ROBOTIC PARKING SYSTEMS, INC.**, the latter of which is to survive the merger.

1. The name and jurisdiction of the surviving corporation are:

<u>Name</u>	<u>Jurisdiction</u>
ROBOTIC PARKING SYSTEMS, INC.	Florida

EFFECTIVE DATE  
08-31-08

2. The name and jurisdiction of each merging corporation are:

<u>Name</u>	<u>Jurisdiction</u>
ROBOTIC PARKING, INC.	Florida

3. The attached Plan of Merger meets the requirements of Section 607.1105, F.S.

4. The merger shall become effective on August 31, 2008 after the Articles of Merger are filed with the Florida Department of State.

5. The Plan of Merger was adopted by the shareholders and Board of Directors of the surviving corporation on June 23, 2008.

6. The Plan of Merger was adopted by the shareholders and Board of Directors of the merging corporation on on June 23, 2008.

**ROBOTIC PARKING, INC.**

By: Mary Lou DeWynGaert  
Mary Lou DeWynGaert, Assistant  
Secretary & Treasurer

**ROBOTIC PARKING SYSTEMS, INC.**

By: Mary Lou DeWynGaert  
Mary Lou DeWynGaert, Assistant  
Secretary & Treasurer

FILED  
08 AUG 26 PM 2:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## PLAN OF MERGER

The following PLAN OF MERGER (**Plan of Merger**), by and between **ROBOTIC PARKING, INC.**, a Florida corporation, and **ROBOTIC PARKING SYSTEMS, INC.**, a Florida corporation, was adopted and approved by each party to the merger in accordance with Section 607.1101 Florida Statutes, and is being submitted in accordance with Section 607.1105, Florida Statutes.

1. The name and jurisdiction of the **surviving** corporation are:

<u>Name</u>	<u>Jurisdiction</u>
ROBOTIC PARKING SYSTEMS, INC.	Florida

2. The name and jurisdiction of each **merging** corporation are:

<u>Name</u>	<u>Jurisdiction</u>
ROBOTIC PARKING, INC.	Florida

3. Articles of Merger shall be filed with the Secretary of State of the State of Florida pursuant to Section 607.1105, F.S., based on approval of this Plan of Merger by a majority of the Shareholders of each corporation that is a party to this Merger as is authorized by Section 607.1103, F.S.

4. The Merger shall become effective on August 31, 2008 after the Articles of Merger is filed with the Florida Department of State (the **Effective Date**).

5. The separate existence and organization of ROBOTIC PARKING, INC. shall cease upon the Effective Date, and thereafter ROBOTIC PARKING SYSTEMS, INC. shall continue as the surviving party and shall be governed by the laws of the State of Florida.

6. The existence of ROBOTIC PARKING SYSTEMS, INC. with all its purposes, powers, and objects shall continue unaffected and unimpaired by the Merger; and the surviving corporation, ROBOTIC PARKING SYSTEMS, INC., shall succeed to all the rights, privileges, immunities, franchises, property, debts, choses in action, liabilities, and obligations, of a public as well as of a private nature, of ROBOTIC PARKING, INC..

7. Upon the Effective Date, the shares of common stock of ROBOTIC PARKING, INC. shall be cancelled. ROBOTIC PARKING, INC. has zero value on the Effective Date since the value of its assets equals its liabilities. Therefore, there is no conversion factor since the shares of ROBOTIC PARKING, INC. have no value and the shareholders of ROBOTIC PARKING, INC. will receive no additional shares of ROBOTIC PARKING SYSTEMS, INC. in exchange for the cancellation of their shares in ROBOTIC PARKING, INC. Both entities have identical shareholders.

8. The Articles of Incorporation of the surviving corporation shall continue to be its Articles of Incorporation following the Effective Date.

9. The Bylaws of the surviving corporation shall continue to be its Bylaws following the Effective Date.

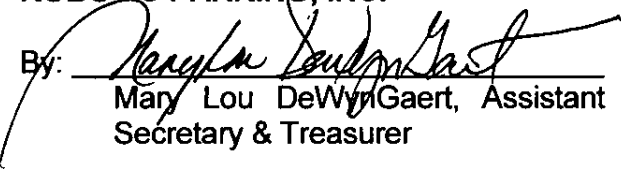
10. The directors and officers of the surviving corporation on the Effective Date shall continue as directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed.

11. If, at any time after the Effective Date, the Directors of ROBOTIC PARKING SYSTEMS, INC. shall determine that any further deeds, bills of sale, assignments, or assurances of law or any other things are necessary or desirable to vest, perfect, or confirm, of record or otherwise, in ROBOTIC PARKING SYSTEMS, INC. the right, title, or interest in any property or right of ROBOTIC PARKING, INC., acquired or to be acquired by reason of, as a result of, or in connection with the Merger, the Directors of ROBOTIC PARKING, INC. and ROBOTIC PARKING SYSTEMS, INC. shall execute and deliver all such proper deeds, bills of sale, assignments, and assurances of law and do any and all things necessary or proper to vest, perfect, or confirm the right, title, or interest in such property and rights in ROBOTIC PARKING SYSTEMS, INC. and otherwise carry out the purposes of this Plan of Merger.

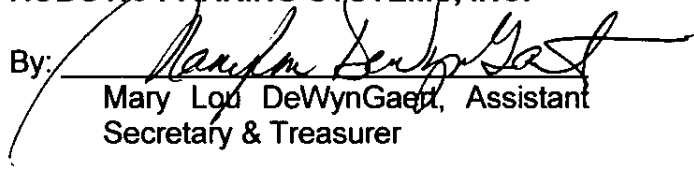
12. This Agreement and the transactions contemplated herein may be terminated at any time prior to the Effective Date of the merger.

13. This Plan of Merger is intended to qualify as a tax-free reorganization under Section 368(a)(1)(A) of the Internal Revenue Code as a statutory merger.

**ROBOTIC PARKING, INC.**

By:   
Mary Lou DeWynGaert, Assistant  
Secretary & Treasurer

**ROBOTIC PARKING SYSTEMS, INC.**

By:   
Mary Lou DeWynGaert, Assistant  
Secretary & Treasurer