

PD4000137769

Division of Corporations

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MERGER OR SHARE EXCHANGE

Audigence, Inc

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$70.00

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ARTICLES OF MERGER
(Profit Corporations)

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

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Audigence, Inc.	Delaware	4448037

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Audigence, Inc.	Florida	P04000137769

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Third: The Plan of Merger is attached.

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

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 11, 2007

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 11, 2007

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: **SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or
Director


Typed or Printed Name of Individual & Title

Audigence, Inc.



Lee Krause, President

Audigence, Inc.



Lee Krause, President

EXHIBIT A

Plan of Merger

AGREEMENT AND PLAN OF MERGER
of
AUDIGENCE, INC.
(a Florida corporation)

with and into
AUDIGENCE, INC.
(a Delaware corporation)

December 11, 2007

I.

MERGER: CONSTITUENT ENTITIES

AUDIGENCE, INC., a Florida corporation (the "Florida Corporation"), shall merge with and into AUDIGENCE, INC., a Delaware corporation (the "Delaware Corporation"), as permitted by Section 607.1105 of the Florida Business Corporation Act and Section 252 of the Delaware General Corporation Law (the "Merger").

II.

APPROVAL

This Agreement and Plan of Merger (the "Merger Agreement") was adopted by the holders of all of the outstanding shares of capital stock of Audigence Florida entitled to vote thereon, by written consent without a meeting on December 11, 2007, in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

The Merger Agreement was adopted by the holder of all of the outstanding shares of capital stock of Audigence Delaware entitled to vote thereon, by written consent without a meeting on December 11, 2007, in accordance with Section 228 of the DGCL.

III.

SURVIVING ENTITY

The Delaware Corporation shall be the surviving corporation of the Merger. All assets and liabilities of the Florida Corporation on the effective time of the Merger will become the assets and liabilities of the Delaware Corporation without any action on the part of either corporation.

IV.

ARTICLES OF INCORPORATION AND BYLAWS

The Certificate of Incorporation and Bylaws of the Delaware Corporation as in effect immediately prior to the Merger shall be the Certificate of Incorporation and Bylaws of the Delaware Corporation, as the surviving corporation.

V.

DIRECTORS AND OFFICERS

Upon the effectiveness of the Merger, the directors and officers of the Delaware Corporation shall be the respective directors and officers of the Delaware Corporation after the Merger, holding office in accordance with the Bylaws of the Delaware Corporation.

VI.

MANNER AND BASIS OF CONVERTING OWNERSHIP INTERESTS

Upon the Merger becoming effective in accordance with Article VIII below, by virtue of the Merger and without any action on the part of any owner of ownership interests in the Florida Corporation, each share of capital stock held by each such owner that are outstanding immediately prior to the effectiveness of the Merger shall be automatically converted into one share of the capital stock of the Delaware Corporation, with the same designations, rights, privileges and preferences. All shares of capital stock of the Florida Corporation outstanding immediately prior to the Merger will be cancelled upon the Merger becoming effective.

VII.

AUTHORIZED CAPITAL STOCK

The authorized capital stock of the Florida Corporation immediately prior to the Merger is 1,000,000 shares of Common Stock, \$0.0000001 par value.

The authorized capital stock of the Delaware Corporation immediately prior to the Merger is 1,400,000 total shares, 1,100,000 of which are designated as Common Stock, \$0.00001 par value, and 300,000 of which are designated as Preferred Stock, \$0.00001 par value

VIII.

EFFECTIVE DATE

The Merger shall become effective upon the date of filing by the Secretary of State of the State of Delaware of the Certificate of Merger to be delivered to and filed with the Secretary of State of the State of Delaware in connection with the Merger.

This Agreement may be executed in counterparts, by telecopy or otherwise, each of which shall be an original and all of which shall constitute one and the same instrument.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be signed in their respective names and on their respective behalf as of the date first written above.

AUDIGENCE, INC.
(a Florida corporation)

By: Lee Krause
Name: Lee Krause
Title: President

AUDIGENCE, INC.
(a Delaware Corporation)

By: Lee Krause
Name: Lee Krause
Title: President