

P05000011945

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

(Business Entity Name)

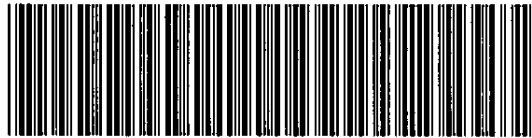
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06/29/07--01007--001 \*\*78.75

RECEIVED  
07 JUN 29 AM 9:23  
OFFICE OF THE CLERK  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
2007 JUN 29 PM 1:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*DR*

*7/1/07*

CORPDIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

**NEED ASAP PLEASE!**

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: TRACY SPEAR

DATE: 06/29/07

REF. #: 000438.70760

CORP. NAME: WDF MERGER CORPORATION merging into WDF HOLDING CORP.

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT               | <input checked="" type="checkbox"/> MERGER      | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION |   |  |
| <input type="checkbox"/> OTHER:                      |   |  |

STATE FEES PREPAID WITH CHECK# 521944 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS     |   |   |

Examiner's Initials

**ARTICLES OF MERGER**  
(Profit Corporations)

**FILED**  
2007 JUN 29 PM 1:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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)
WDF Holding Corp.	Florida	P05000011945

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
WDF Merger Corporation	Florida	P07000073726
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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 June 28, 2007.

The Plan of Merger was adopted by the board of directors of the surviving corporation on  
XXXXXXXXXXXXXXXXXXXX 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 June 28, 2007.

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

(Attach additional sheets if necessary)

Typed or Printed Name of Individual & Title

Lawrence Roman, Chief Executive Officer

Lawrence Roman, President

**EXHIBIT A**

Plan of Merger

**PLAN OF MERGER**  
**between**  
**WDF HOLDING CORP.,**  
**a Florida corporation**  
**and**  
**WDF MERGER CORPORATION,**  
**a Florida corporation**

1. In accordance with the provisions of this Plan of Merger and the provisions of Section 607.1101 et seq. of the Florida Business Corporation Act, at the Effective Date (as defined below), **WDF Merger Corporation**, a Florida corporation (the "Merging Corporation"), shall be merged (the "Merger") with and into **WDF Holding Corp.**, a Florida corporation (the "Surviving Corporation"). The separate and corporate existence of the Merging Corporation shall cease, and the Surviving Corporation shall continue its corporate existence pursuant to the laws of Florida under its present name. The parties to this Plan of Merger are hereinafter collectively referred to as the "Constituent Corporations."

2. The Merger shall become effective as of the date the Articles of Merger are accepted for filing by the Florida Secretary of State (the "Effective Date").

3. The Surviving Corporation shall possess and retain every interest in all assets and property of the Constituent Corporations of every description. The rights, privileges, immunities, powers, franchises and authority of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

4. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Date.

5. If at any time after the Effective Date the Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan of Merger, the appropriate officers of the Surviving Corporation or the Merging Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of the Surviving Corporation, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in the Surviving Corporation, or to otherwise carry out the provisions of this Plan of Merger.

6. The Articles of Incorporation of the Merging Corporation in effect immediately prior to the Effective Date shall be replaced in their entirety by the Amended and Restated Articles of Incorporation attached hereto and shall be the Amended and Restated Articles of Incorporation of the Surviving Corporation from and after the Effective Date until further amended.

7. The Bylaws of the Merging Corporation in effect immediately prior to the Effective Date shall continue without change and shall be the Bylaws of the Surviving Corporation from and after the Effective Date until further amended.

8. From and after the Effective Date, each of the members of the Board of Directors and each of the officers of the Surviving Corporation shall continue in office in the same capacity until their successors are elected and qualified or until their earlier death, resignation or removal.

9. At the Effective Time of the Merger and without any further action by any person, each share of common stock, \$0.001 par value per share, of the Merging Corporation issued and outstanding immediately prior to the Effective Time shall be converted into one share of common stock, \$0.001 par value per share, of the Surviving Corporation.

10. At the Effective Time of the Merger and without any further action by any person:

(A) the shares of the Merging Corporation stock shall be cancelled and, by virtue of the Merger and without any action on the part of the holder thereof, cease to be outstanding;

(B) the Surviving Corporation stock shall be cancelled and, by virtue of the Merger and without any action on the part of the holder thereof, cease to be outstanding and be automatically converted into the right to receive, at the Effective Date, (a) corresponding shares of WDF Services Corporation, a Delaware corporation, common stock, (b) a cash payment, and (c) the right to receive an amount of earn-out consideration;

(C) each authorized but unissued share of Surviving Corporation stock and each share of treasury stock that is owned by Surviving Corporation as treasury stock immediately prior to the Effective Time shall be cancelled; and

(D) all options, warrants and other rights to purchase Surviving Corporation common stock or securities convertible into Surviving Corporation common stock, if any, outstanding at the Effective Time, shall be cancelled and cease to exist without any consideration payable in respect thereof.

11. After the Effective Time of the Merger, each holder of an outstanding certificate representing Class A Stock, Class B Stock or the Merging Corporation common stock may, at such holder's option, surrender the same for cancellation to the secretary of the Surviving Corporation, and each such holder will be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of the Surviving Corporation's common stock into which the surrendered shares were converted as herein provided. Unless and until so surrendered, each outstanding certificate theretofore representing shares of common stock of Surviving Corporation or Merging Corporation will be deemed for all purposes to represent the number of shares of common stock of the Surviving Corporation into which such shares of Surviving Corporation or Merging Corporation were converted in the Merger.

12. Each certificate representing shares of common stock of the Surviving Corporation so issued in the Merger will bear the same legends, if any, with respect to the restrictions on transferability as the certificates of the Surviving Corporation or the Merging Corporation so converted and given in exchange therefore, unless otherwise determined by the Board of Directors of the Surviving Corporation in compliance with applicable laws, and any additional legends agreed upon by the holder and the Surviving Corporation.

13. To the extent not expressly stated in this Plan of Merger, upon the Effective Date, hereof all of the provisions of Section 607.1106(1), Florida Statutes, describing the effect of a merger, shall be applicable.

14. The Merging Corporation and the Surviving Corporation shall cause appropriate officers to execute Articles of Merger in such form as is required by applicable law and upon such execution this Plan of Merger shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein. Thereupon, such Articles of Merger shall be delivered for filing by the Surviving Corporation to the Florida Department of State.



**EXHIBIT B**

**Amended and Restated Articles of Incorporation**

**of**

**WDF Holding Corp.**

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**WDF HOLDING CORP.**

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**Article I**

The name of the Corporation (herein called the "Corporation") is WDF Holding Corp.

**Article II**

The principal place of business address is:

WDF Services Corporation  
30 North MacQuesten Parkway  
Mount Vernon, New York 10550  
Attention: President

The mailing address of the Corporation is:

WDF Services Corporation  
30 North MacQuesten Parkway  
Mount Vernon, New York 10550  
Attention: President

**Article III**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act ("FBCA").

**Article IV**

The number of shares the Corporation is authorized to issue is 1,000 with a par value of \$0.001 per share.


## Article V

The name and Florida street address of the registered agent is:

NATIONAL CORPORATE RESEARCH, LTD., INC.  
515 East Park Avenue  
Tallahassee, Florida 32301

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature:

  
ANN MARIE CUMMINS, ASST. SECY.

## Article VI

The officers and directors of the Corporation are Lawrence Roman (Director and President) and Stephen Kornfeld (Director, Vice President and Secretary).

## Article VII

The effective date for these Amended and Restated Articles of Incorporation of the Corporation shall be the date of filing of these Amended and Restated Articles of Incorporation with the Secretary of State of the State of Florida and the acceptance thereof by such Secretary of State.