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Division of Corporations
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MERGER OR SHARE EXCHANGE

INFORM WORLDWIDE HOLDINGS, INC.

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Merger
02/25/05
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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 of the Florida Statutes.

FIRST: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>State of Jurisdiction</u>
Inform Worldwide Holdings, Inc.	Florida

SECOND: The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>State of Jurisdiction</u>
Inform Worldwide Holdings, Inc.	Colorado

THIRD: The Plan of Merger is attached.

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

FIFTH: Adoption of Merger by surviving corporation – The Agreement and Plan of Merger was adopted by the shareholders of the surviving corporation on February 2, 2005.

SIXTH: Adoption of Merger by merging corporation – The Agreement and Plan of Merger was adopted by the shareholders of the merging corporation on February 21, 2005.

SEVENTH: **SIGNATURES FOR EACH CORPORATION**

INFORM WORLDWIDE HOLDINGS, INC.,
a Colorado corporation

By: 
Randy W. Betts, President

INFORM WORLDWIDE HOLDINGS, INC.,
a Florida corporation

By: 
Randy W. Betts, President

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PLAN OF MERGER
(Merger of subsidiary corporation)

1. The following plan of merger is submitted in compliance with Section 607.1104 of the Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

2. The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>State of Jurisdiction</u>
Inform Worldwide Holdings, Inc.	Colorado

3. The name and jurisdiction of each subsidiary corporation:

<u>Name</u>	<u>State of Jurisdiction</u>
Inform Worldwide Holdings, Inc.	Florida

4. The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other properties as follows:

(a) Each share of Class A common stock of the parent issued and outstanding immediately prior to the effective date of the merger shall be changed and converted into one fully paid and nonassessable share of the common stock of the subsidiary;

(b) Each share of Class B common stock of the parent, none of which is issued and outstanding, shall be cancelled;

(c) Each share of Class A, Series 1 Cumulative Convertible Preferred Stock of the parent issued and outstanding immediately prior to the effective date of the merger shall be changed and converted into one fully paid and nonassessable share of the Series A Preferred Stock, no par value per share, of the subsidiary;

(d) Each share of Class A Preferred Stock of the parent which is authorized but not issued or outstanding shall be cancelled;

(e) Each share of Class B, Series 1 Preferred Stock of the parent issued and outstanding immediately prior to the effective date of the merger shall be changed and converted into one fully paid and nonassessable share of the Series B Preferred Stock, no par value per share, of the subsidiary;

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(f) Each share of common stock of the subsidiary issued and outstanding immediately prior to the effective date of the merger (100 shares held by the parent) shall be canceled and returned to the status of authorized but unissued common stock of the subsidiary.

5. If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

On and after the effective date of the merger, all of the outstanding certificates that, prior to that time, represented shares of the capital stock of the parent shall be deemed for all purposes to evidence ownership and to represent an equal number, class, and series of shares of the capital stock of the subsidiary and shall be so registered on the books and records of the subsidiary or its transfer agent. The registered owner of any such outstanding stock certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to the subsidiary or its transfer agent, have and be entitled to exercise any voting and other rights with respect to, and to receive any dividend or other distributions upon, the shares of the subsidiary evidenced by such outstanding certificate as above provided. After the effective date of the merger, whenever certificates which formerly represented shares of the parent are presented for transfer or conversion, the subsidiary will cause to be issued in respect thereof a certificate or certificates representing the appropriate number of shares of the capital stock of the subsidiary in accordance with Section 4.

6. If applicable, shareholders of the subsidiary corporation, who, except for the applicability of Section 607.1104 of the Florida Statutes would be entitled to vote and who dissent from the merger pursuant to Section 607.1320 of the Florida Statutes may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the value of their shares.

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