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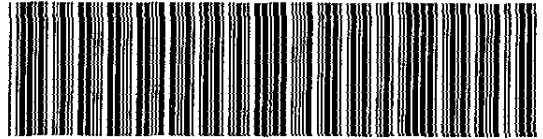
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Seertech Corporation (Note* – the name of the corporation was changed from **LaSalle Capital Corporation** to Seertech Corporation per Amended and Restated Articles of Incorporation, that were approved on February 28th.)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Frank Bachinsky

(Contact Person)

Seertech Corporation

(Firm/Company)

406 Louise Avenue, Charlotte, NC 28204

(Address, City/State and Zip Code)

For further information concerning this matter, please call:

Frank Bachinsky
(Name of Contact Person)

At **(704) 675-5778**
(Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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)
<u>Seertech Corporation</u>	<u>Florida</u>	<u>P0500045738</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Seertech Corporation</u>	<u>North Carolina</u>	<u>C200533600388</u>

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.

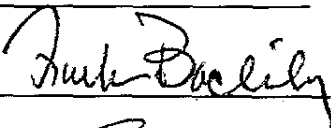
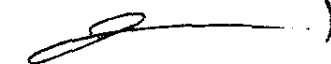
Fifth: Adoption of Merger by surviving corporation.

The Plan of Merger was adopted by the board of directors of the surviving corporation on February 23, 2006, and the Plan of Merger was subsequently approved by a majority in interest of its shareholders on February 27, 2006.

Sixth: Adoption of Merger by merging corporation.

The Plan of Merger was adopted by the board of directors of the merging corporation on February 23, 2006, and the Plan of Merger was subsequently approved by a majority in interest of its shareholders on March 16, 2006.

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
<u>Seertech Corporation (of Florida)</u>		<u>Frank Bachinsky, President and Director</u>
<u>Seertech Corporation (of North Carolina)</u>		<u>Michael Sauvante, Chairman</u>

(Attach additional sheets if necessary)

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TALLAHASSEE, FLORIDA

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>
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Seertech Corporation	Florida
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Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
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Seertech Corporation	North Carolina
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Third: The primary terms and conditions of the merger are as follows:

- a. The Merger is intended to constitute a reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended (the "Code").
- b. Seertech Corporation of North Carolina ("SCNC") will merge into Seertech Corporation of Florida ("SCF"), with SCF being the surviving corporation. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.
- c. In the process of merging, SCF will assume all the assets and liabilities of SCNC.
- d. The shareholders in SCNC will exchange all their stock holdings in SCNC for shares in SCF per the Fourth item below.
- e. The full details of the merger were incorporated into a Plan and Agreement of Merger entered into by and between SCNC and SCF on February 23, 2006.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation 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, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows: **1 share of Class A Common Stock of the merging company is**

exchanged for 1 share of Class A Common Stock of the surviving company and 1 share of Class B Common Stock of the merging company is exchanged for 1 share of Class B Common Stock of the surviving company.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Fifth: Amended and Restated Articles of Incorporation were submitted to the Florida Department of State on February 28, 2006.