

P05000094290

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

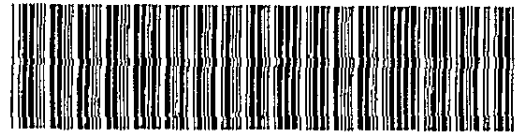
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09/15/05--01006--012 **35.00

*Merger
T. Lewis*

FILED
05 SEP 14 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FL 32304

09/15/05--01006--011 **43.75

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* Admitted in Missouri and Georgia
* Admitted in Missouri and Kansas
All Others Admitted in Missouri
* Of Counsel

August 26, 2005

EXPRESS MAIL

FL Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Fused Kontacts, Inc. – P05000094290

Dear Sir or Madam:

Enclosed please find two original copies of the Articles of Merger for the above referenced company. The merger is set to become effective September 1, 2005. The merger is between a Missouri company and a Florida company and the Florida company will survive. Please process this request and issue a Certificate of Fact to us in the enclosed self-addressed stamped envelope.

Also enclosed is a check for \$43.75 to cover the merger filing fee and for the certified copy of the Certificate of Fact.

Thank you for your assistance on this matter.

Sincerely,

DOUTHIT FRETS ROUSE GENTILE &
RHODES, LLC


James M. Seaman

JMS/mpb
Enclosures

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All Others Admitted in Missouri

September 13, 2005

Via Federal Express

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301
Attention: Ms. Thelma Lewis

Re: Fused Contacts, Inc. Merger

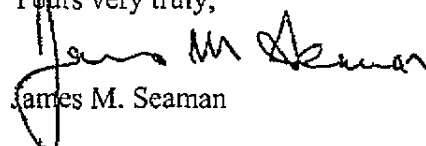
Dear Thelma:

Enclosed in duplicate, as we discussed, are corrected pages to the Fused Contacts Articles of Merger, together with a check in the amount of \$35.00 covering the deficiency in the filing fee paid by us with our earlier filing.

If you have any questions or need to contact me, please call me at 816-941-7600. Otherwise, please return to us a filed-stamped copy of the Articles of Merger and a Certificate of Fact as requested with our first filing.

Thank you for your assistance.

Yours very truly,


James M. Seaman

JMS:dah
Enclosures

ARTICLES OF MERGER

(Profit Corporations)

FILED

05 SEP 14 PM 1:25

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Fused Kontacts, Inc.</u>	<u>Florida</u>	<u>P05000094290</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Fused Kontacts of Missouri, Inc.</u>	<u>Missouri</u>	<u>00408086</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.

OR _____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

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 _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on August 10, 2005 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 August 10, 2005

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)

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made and entered into on the 10th day of August 2005, by and between Fused Kontacts, Inc., a Florida corporation ("Fused FL"), and Fused Kontacts of Missouri, Inc., a Missouri corporation ("Fused MO"), said corporations being hereinafter sometimes collectively referred to as the "Constituent Corporations."

The following Agreement and Plan of Merger is in compliance with Section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

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

<u>Name</u>	<u>Jurisdiction</u>
Fused Kontacts, Inc.	Florida

Second: The name and jurisdiction of the merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Fused Kontacts of Missouri, Inc.	Missouri

Third: The terms and conditions of the merger are as follows::

A. In accordance with the applicable provisions of the laws of the State of Florida and the State of Missouri. Fused MO shall be merged into Fused FL, and Fused FL is hereby designated as the Surviving Corporation.

B. The effective date of the merger shall be the date of filing with the Florida Secretary of State..

C. Upon the effectiveness of the merger:

1. the Surviving Corporation shall continue to be organized and existing under the laws of the State of Florida, and the separate existence of the Fused MO, as the merging corporation, shall cease in accordance with the provisions of the laws of Missouri, and thereupon and thereafter all of the rights, privileges, powers, immunities and franchises, of a public as well as of a private nature, of each of the Constituent Corporations, and all property, real, personal, and mixed, and all debts due on whatever account, and all and every other interest and asset of or belonging to or due to each of the

title to any real estate, or any interest therein, vested by deed or otherwise under the laws of any state of the United States in any of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger; provided that Fused FL, as the Surviving Corporation, shall be responsible for all of the liabilities and obligations of each of the Constituent Corporations;

2. the assets and liabilities of each of the Constituent Corporations shall be taken up or continued on the books of the Surviving Corporation at the amounts at which they are respectively recorded, immediately prior to the effectiveness of the merger, on the books of the Constituent Corporation, with any appropriate adjustments as may be made in accordance with generally accepted accounting principles;

3. no liability or obligation due or to become due, or claim or demand for any cause, existing or claimed against any of the Constituent Corporations or any shareholder, officer or director thereof, shall be abated or be discontinued by the merger, but any such action or proceeding or other existing claim may be enforced, prosecuted to judgment, settled or compromised, as if the merger had not occurred, and Fused FL, as the Surviving Corporation, may be substituted in such action, proceeding claim in place of any of the Constituent Corporations;

4. the Articles of Incorporation and Bylaws of Fused FL presently in effect shall continue to be in effect, without change the Articles of Incorporation and Bylaws of Fused FL as the Surviving Corporation, until altered or amended as provided therein or by law; and

5. the directors and officers presently in office of Fused FL shall continue to be the members of the Board of Directors and the officers of Fused FL as the Surviving Corporation, all of whom shall hold their directorships and offices until the election, choice, and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation;

D. The manner and basis of converting the shares of each of the Constituent Corporations is as described in Section Fourth below.

E. If at any time Fused FL shall consider or be advised that any further assignments, conveyances or assurances in law or any other things are necessary or desirable to vest or to perfect or to confirm, of record or otherwise, in Fused FL the title to any property or rights of Fused MO acquired or to be acquired by Fused FL as the result of the merger, the appropriate officers and directors of Fused MO in office immediately prior to the effectiveness of the merger are fully authorized to, and shall, execute and deliver any and all proper deeds, assignments and assurances in law and are fully authorized to, and shall, do all things necessary and proper, in the name of Fused MO so as to vest, perfect or confirm title to such property or rights in Fused FL and otherwise to carry out and consummate the provisions of this Agreement Plan of Merger.

F. Fused FL, as the Surviving Corporation, hereby agrees that it may be served with process in Missouri in any proceeding for enforcement of any obligation of Fused MO arising in Missouri prior to the issuance of the certificate of merger, including any proceeding for the enforcement of the rights of a dissenting shareholder of Fused MO, and hereby irrevocably appoints the Secretary of State of Missouri as its agent in that state to accept service of process in any such suit or other proceedings. The address to which a copy of such process shall be mailed by the Secretary of State is 316 St. John's Golf Drive, St. Augustine, Florida 32902.

Fourth: The manner and basis of converting the shares of each of the Constituent Corporations 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 Corporation or any other corporation in whole or in part, into cash or other property are as follows:

A. Each of the shares of common stock of Fused FL which is issued and outstanding as of the effective date of the merger shall not be affected by the merger and shall continue to be issued and outstanding shares of common stock of the Surviving Corporation.

B. Each of the shares of common stock of Fused MO held by Fused MO or which is otherwise issued and outstanding as of the effective date of the merger shall be, without further act or deed, cancelled and extinguished.

INTENDING TO BE LEGALLY BOUND, Fused FL and Fused MO have caused these presents to be signed by their respective officers thereunto duly authorized as of the close of business on August 10, 2005.

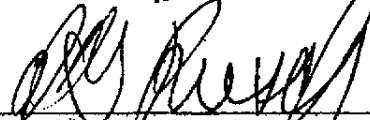
FUSED KONTACTS, INC. (Florida)

By


David Rusch, President

FUSED KONTACTS, INC. (Missouri)

By


David Rusch, President

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Fused Contacts, Inc.

Fused Contacts of Missouri,
Inc.

David Rusch, President
Fused Kontacts, Inc. (FL)

David Rusch, President
Fused Contacts of Missouri, Inc. (MO)