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7-11-05 11:07 From-JOHNSON, POPE, LLP 771441817 7/11/05 11:07

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MERGER OR SHARE EXCHANGE  
TANDEL SYSTEMS, INC.

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Page Count	04
Estimated Charge	\$96.25

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STATE OF FLORIDA  
 ARTICLES OF MERGER  
 of  
**TANDEL SYSTEMS, LLC**  
 a Florida limited liability company  
 into  
**TANDEL SYSTEMS, INC.**  
 a Florida corporation

The following articles of merger are being submitted in accordance with Sections 607.1108 and 608.4382, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Tandel Systems, LLC 12401 62nd Street North Suite 201 Largo, FL 33773 Florida Document/Registration Number: L01000019082 FEI Number: 59-3757108	Florida	LLC

**SECOND:** The exact name, street address of its principal office, jurisdiction and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Tandel Systems, Inc. 12401 62nd Street North Suite 201 Largo, FL 33773 Florida Document/Registration Number: <u>105000097062</u> FEI Number: Applied For	Florida	Corporation

**THIRD:** The attached Plan of Merger meets the requirements of Sections 607.1108 and 608.4381, Florida Statutes. The Plan of Merger was approved by Tandel Systems, LLC, as the merging party, pursuant to a unanimous action by written consent of the managing member, and the requisite percentage of members in accordance with Sections 608.438 and 608.4381, Florida Statutes, and was adopted by the board of directors of Tandel Systems, Inc., as the

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surviving entity, pursuant to a unanimous action by written consent of directors in accordance with Section 607.0821, Florida Statutes.

**FOURTH:** As provided in the Plan of Merger, the following actions will occur:

(a) The Merging LLC shall merge with and into the Surviving Corporation. The separate existence of the Merging LLC shall cease. All properties, franchises and rights belonging to the Merging LLC, by virtue of the Merger and without further act or deed, shall be deemed to be vested in the Surviving Corporation, which shall thenceforth be responsible for all the liabilities and obligations of each entity.

(b) The Articles of Incorporation and Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall thereafter continue in full force and effect as the Articles of Incorporation and Bylaws of the Surviving Corporation until altered or amended as provided therein or by law.

(c) Shares of common stock of the Surviving Corporation will be issued to the members of the Merging LLC pursuant to the Plan of Merger.

(d) Each membership unit of the Merging LLC issued and outstanding immediately prior to the Effective Date shall be cancelled.

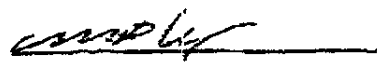
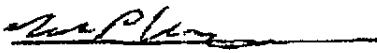
**FIFTH:** The surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to Sections 607.1108(5) and 608.4381(2), Florida Statutes.

**SIXTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

**SEVENTH:** The merger shall become effective as of July 1, 2005.

**EIGHTH:** The Articles of Merger comply and were executed in accordance with the law of each party's applicable jurisdiction.

**NINTH:** Signatures for each party:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Type or Printed Name of Individual</u>
Tandel Systems, LLC		Michael Varga, Managing Member
Tandel Systems, Inc.		Michael Varga, President/CEO

#334315 v1 - TANDEL SYSTEMS Articles of Merger

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**PLAN OF MERGER**

1. **Names of Merging Entities:** TANDEL SYSTEMS, LLC ("Tandel Systems, LLC"), a Florida limited liability company, shall be merged with and into TANDEL SYSTEMS, INC. ("Tandel Systems, Inc."), a Florida corporation.

2. **Terms and Conditions of the Proposed Merger**

2.1 **The Merger:** The merger of Tandel Systems, LLC into Tandel Systems, Inc. (the "Merger") shall occur at the Effective Time, as defined below, at which time the separate existence of Tandel Systems, LLC shall cease. Tandel Systems, Inc. shall be the surviving corporation (the "Surviving Corporation") and its corporate existence, with all of its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger. (Tandel Systems, LLC and Tandel Systems, Inc. are hereinafter sometimes collectively referred to as the "Constituent Corporations.")

2.2 **The Surviving Corporation:** The Surviving Corporation, without any further act or deed, shall (a) have the purposes and possess all the rights, privileges, immunities, powers, franchises and authority, both public and private, and be subject to all the restrictions, disabilities, duties and liabilities of the Constituent Corporations, and neither the rights of creditors nor any liens upon the property of either the Constituent Corporations shall be impaired by the Merger; (b) be vested with all the assets and property, whether real, personal or mixed, and every interest therein, wherever located, belonging to each of the Constituent Corporations; and (c) be liable for all of the obligations and liabilities of each Constituent Corporation existing immediately prior to the Effective Time. The title to any real estate or any interest therein vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

2.3 **Articles of Incorporation:** The Articles of Incorporation of Tandel Systems, Inc. as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until the same shall thereafter be altered, amended or repealed in accordance with the Florida Business Corporation Act ("FBCA").

2.4 **Bylaws:** The Bylaws of Tandel Systems, Inc. as in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation until such shall thereafter be altered, amended or repealed in the manner provided for in such Bylaws and in accordance with FBCA.

2.5 **Directors and Officers:** The Board of Directors of the Surviving Corporation shall consist of Michael Varga, Raju Dantuluri, Kim Vogel, Jeffery Slowgrove, William Douglae, Charles Brooks and Vincent Addonizio and the officers of the Surviving Corporation shall be as follows:

**Officers**

President and  
Chief Executive Officer

Michael Varga  
Tandel Systems, Inc.  
12401 62nd Street North  
Suite 201  
Largo, Florida 33773

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Vice President Commercial Systems

Raju Danturi  
Tandel Systems, Inc.  
12401 62nd Street North  
Suite 201  
Largo, Florida 33773

Vice President Government Systems

Kim Vogel  
Tandel Systems, Inc.  
12401 62nd Street North  
Suite 201  
Largo, Florida 33773

Vice President Finance

Jeffery Slowgrove  
Tandel Systems, Inc.  
12401 62nd Street North  
Suite 201  
Largo, Florida 33773

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until their successors are elected and qualified.

3. **Manner and Basis of Converting Units for Shares:** A member of Tandel System, LLC's cash investment will be divided by \$.125 and added to the number of LLC Units owned by each member. The resulting number will be divided by 8 to compute the number of the Surviving Corporation common shares issuable to each member of the LLC in exchange for that member's LLC Units. Warrants and Options in the LLC shall either be redeemed or reissued as more fully set forth in the Information Statement relating to the Merger to which reference is hereby made for a more detailed description of the Merger terms.

**Example:** A LLC member currently owns 800,000 LLC Units for which he paid \$100,000. The member is entitled to 1,600,000 shares in the Merger which is computed as follows:

800,000 common shares plus  
(\$100,000 ÷ \$.25)  
800,000 + 800,000 = 1,600,000 shares

Tandel Systems, LLC shall merge with and into the Surviving Corporation. The separate existence of Tandel Systems, LLC shall cease. All properties, franchises and rights belonging to Tandel Systems, LLC, by virtue of the Merger and without further act or deed, shall be deemed to be vested in the Surviving Corporation, which shall thenceforth be responsible for all the liabilities and obligations of each corporation.

4. **Effective Time of the Merger:** The Merger shall be effective at 12:01 a.m. on July 1, 2005 (the "Effective Time").