

P05000098242

(Requestor's Name)

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(City/State/Zip/Phone #)

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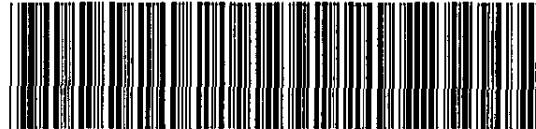
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

05 OCT -7 AM 10:21

FILED

10/18/05

Merger  
of

**VANIK & BUTSCHER, LLP**

ATTORNEYS AT LAW  
BURGESS BUILDING  
1406 WEST 6<sup>TH</sup> STREET - THIRD FLOOR  
CLEVELAND, OHIO 44113-1300

THOMAS C. VANIK  
ALISA C. BUTSCHER

TEL: (216) 928-7540  
FAX: (216) 928-7548

October 3, 2005

Secretary of State of Florida  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: DLS Consulting, Inc.

Dear Madam or Sir:

I enclose for filing with your office a Transmittal Letter, Articles of Merger and Plan of Merger concerning the surviving entity DLS Consulting, Inc., a corporation of the State of Florida. We understand the statutory filing fee is \$70.00, plus a fee of \$8.75 for the return of a certified copy of this filing. Therefore, our check in the amount of \$78.75 is also enclosed for this filing.

Please contact me, collect if necessary, if this filing is defective in any way.

Very truly yours,



Thomas C. Vanik

TCV/grm

Enclosures

**TRANSMITTAL LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** DLS CONSULTING, INC.

(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

THOMAS C. VANIK, ESQ.

(Name of person)

VANIK & BUTSCHER, LLP

(Name of firm/company)

1406 WEST SIXTH STREET - THIRD FLOOR

(Address)

CLEVELAND, OH 44113-1300

(City/state and zip code)

For further information concerning this matter, please call:

THOMAS C. VANIK, ESQ.

(Name of person)

at ( 216 ) 928-7540

(Area code & daytime telephone number)

☒ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; **please send an additional copy of your document if a certified copy is requested**)

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

Amendment Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

## 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, F.S.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
DLS CONSULTING, INC.	FLORIDA	P05000098242

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
DLS SYSTEMS, INC.	OHIO	605235

**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** 09 / 30 / 05 (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 08/31/05.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ 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 08/31/05.

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)

[illegible]

DLS CONSULTING, INC.

Martha R. Hunt

MARLENE R. SHORT, SECRETARY

## **PLAN OF MERGER**

(Non Subsidiaries)

The following plan of merger is submitted 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:

Name

Jurisdiction

DLS CONSULTING, INC.

FLORIDA

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

Name

Jurisdiction

DLS SYSTEMS, INC.

OHIO

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

ON THE EFFECTIVE DATE OF THIS MERGER, DLS SYSTEMS, INC., SHALL MERGE INTO DLS CONSULTING, INC. DLS CONSULTING, INC., SHALL BE THE SURVIVING CORPORATION AND DLS SYSTEMS, INC., SHALL CEASE TO EXIST.

**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: EACH SHARE OF DLS CONSULTING, INC., THAT IS OUTSTANDING ON THE EFFECTIVE DATE OF THIS MERGER SHALL REMAIN OUTSTANDING.  
EACH SHARE OF DLS SYSTEMS, INC., THAT IS OUTSTANDING ON THE EFFECTIVE DATE OF THIS MERGER SHALL BE CANCELLED.

*(Attach additional sheets if necessary)*