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MERGER OR SHARE EXCHANGE
Apollo Gate Operators, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

EFFECTIVE DATE

Apr: 11, 2010

merger/cc

10 4/1/10

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EFFECTIVE DATE

April 1, 2010

ARTICLES OF MERGER

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, jurisdiction and document number of the Surviving Corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Apollo Gate Operators, Inc.	Texas	0106811200

Second: The name and jurisdiction of the Non-Surviving Corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Nice USA, Inc.	Florida	P05000154147

Third: The Plan of Merger is attached hereto as Exhibit A.

Fourth: The merger shall become effective on April 1, 2010.

Fifth: The Plan of Merger was adopted by the shareholders of the Surviving Corporation on March 31, 2010.

Sixth: The Plan of Merger was adopted by the shareholders of the Non-Surviving Corporation on March 31, 2010.

[SIGNATURE PAGE TO FOLLOW]

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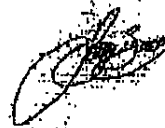
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(SIGNATURE PAGE TO ARTICLES OF MERGER)

Dated: March 31, 2010

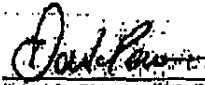
NICE USA, INC.



By:

Laura Buoro, Authorized Officer

APOLLO GATE OPERATORS, INC.



By:

Davide Pasca, Chief Executive Officer

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Mar. 31 2010 04:17PM P4/7

H10000073296 3

EXHIBIT A
PLAN OF MERGER

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H10000073296 3

H10000073296 3

PLAN OF MERGER

The following Plan of Merger is submitted pursuant and in compliance with Section 607.1104 of the Florida Statutes (the "*Florida Statutes*"), and pursuant and in compliance with Chapter 10 of the Texas Business Organizations Code (the "*TBOC*").

First: The name, jurisdiction, organizational form and document number of the Non-Surviving Corporation, which is also the parent of the Surviving Corporation, owning at least 80% of the outstanding shares of the Surviving Corporation, is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Organizational Form</u>	<u>Document Number</u>
Nice USA, Inc.	Florida	for-profit corporation	P03000154147

Second: The name, jurisdiction, organizational form and document number of the Surviving Corporation, which is also a subsidiary of the Non-Surviving Corporation, is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Organizational Form</u>	<u>Document Number</u>
Apollo Gate Operators, Inc.	Texas	for-profit corporation	0106811200

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

The Non-Surviving Corporation shall, pursuant to the provisions of the Florida Statutes and the TBOC, be merged into a single corporation, to wit, the Surviving Corporation, which shall be the surviving corporation upon the effective date of the merger, and which shall continue to exist as the Surviving Corporation under the amended name "Nice Group USA, Inc.". The separate existence of the Non-Surviving Corporation shall cease on the effective date of the merger in accordance with the provisions of the Florida Statutes and the TBOC.

Fourth: The merger is between a Parent, the Non-Surviving Corporation, and its subsidiary, the Surviving Corporation, and the parent is not the surviving corporation. The provision for the pro rata issuance of shares of the subsidiary Non-Surviving Corporation to the holders of the shares of the parent corporation, the Surviving Corporation, upon surrender of any issued and outstanding certificates is as follows:

Each issued share of the Surviving Corporation issued and outstanding immediately prior to the effective date of the merger shall, on the effective date of the merger, be canceled and cease to exist. Each issued share of the Non-Surviving Corporation issued and outstanding immediately prior to the effective date of the merger shall, on the effective date of the merger, be converted into an equivalent number of shares of the Surviving Corporation.

H10000073296 3

H10000073296 3

Fifth: The Articles of Incorporation of the Surviving Corporation shall be amended pursuant to and in compliance with the provisions of the TBOC so as to change the name of the Surviving Corporation from "Apollo Gate Operators, Inc." to "Nice Group USA, Inc."

Sixth: The Bylaws of the Surviving Corporation as in effect on the date hereof shall remain the Bylaws of the Surviving Corporation, and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the TBOC.

Seventh: Upon the effective date, the officers and directors of the Surviving Corporation in office at such date shall remain the officers and directors of the Surviving Corporation, and such persons shall hold office in accordance with the Bylaws of the Surviving Corporation or until their respective successors shall have been appointed or elected.

[PLAN OF MERGER SIGNATURE PAGE FOLLOWS]

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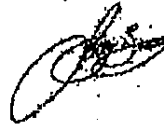
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[SIGNATURE PAGE TO PLAN OF MERGER]

Dated: March 31, 2010

NICE USA, INC.



By:

Laura Buoro, Authorized Officer

APOLLO GATE OPERATORS, INC.

By:


Davide Pesca, Chief Executive Officer

H10000073296 3