

P060000040545

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 205-0380

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE
STUDENT RESEARCH, INC.

Certificate of Status	1
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Merger/cc/cus
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TALLAHASSEE, FLORIDA

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>Student Research, Inc.</u>	<u>Florida</u>	<u>PO6000040545</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known, applicable)
<u>SRI of Missouri, Inc.</u>	<u>Missouri</u>	<u>00511248</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, 1/1/ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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 3/23/06

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 3/23/06

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)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Student Research, Inc.

SRI of Missouri Inc.

Don M. Munce, President

Don M. Munce, President.

STATE OF MISSOURI



Robin Carnahan
Secretary of State

CORPORATION DIVISION CERTIFICATE OF GOOD STANDING

I, ROBIN CARNAHAN, Secretary of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

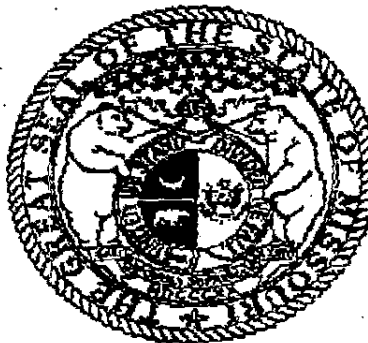
SRI OF MISSOURI, INC.
00511248

was created under the laws of this State on the 23rd day of July, 2002, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 11th day of April, 2006

Robin Carnahan

Secretary of State



Certification Number: 5587645-1 Reference:
Verify this certificate online at <http://www.sos.mo.gov/business/certification>

Agreement and Plan of Merger

1. The merging constituent corporations are SRI of Missouri, Inc., a Missouri corporation, and Student Research, Inc., a Florida corporation.

2. Upon effective date of the merger:

(a) SRI of Missouri, Inc., a Missouri corporation, shall be merged into Student Research, Inc., a Florida corporation, which shall be the surviving corporation.

(b) All of the property, rights, privileges and contracts of SRI of Missouri, Inc., a Missouri corporation, shall become the property of the surviving corporation, and the surviving corporation shall assume all the obligations of the constituent corporations.

3. The officers and boards of directors of the above named corporations are authorized to execute all deeds, assignments and documents of every nature, which may be necessary or appropriate to effectuate a full and complete transfer of ownership.

4. The officers and board of directors of the surviving corporation shall continue in office until their successors are duly elected and qualified under the provisions of the by-laws of the surviving corporation.

5. At the effective date, each issued and outstanding share of common stock of SRI of Missouri, Inc., a Missouri corporation will be converted into ownership of Student Research, Inc., a Florida corporation as follows: one (1) share of SRI of Missouri, Inc., a Missouri corporation shall be converted into one-half (1/2) share of the surviving corporation. Further, there are no rights to acquire shares of either company outstanding.

6. The Articles of Incorporation of the surviving corporation will not be amended.

7. The merger will be effective upon filing the Articles of Merger with the Florida Department of State.

SRI OF MISSOURI, INC.

STUDENT RESEARCH, INC.

By: 
Don M. Munce, President

By: 
Don M. Munce, President

Date: 04/03/06

Date: 04/03/06

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of STUDENT RESEARCH, INC., a Florida corporation, filed on March 20, 2006, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H06000073587. This certificate is issued in accordance with section 13.16, Florida Statutes, and authenticated by the code noted below.

The document number of this corporation is P06000040545.

Authentication Code: 306A00019175-032106-P06000040545-1/1

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Twenty-first day of March, 2006



Sue M. Cobb
Sue M. Cobb
Secretary of State

ARTICLES OF INCORPORATION
FOR
STUDENT RESEARCH, INC.

FILED
06 MAR 20 AM 11:38
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME. The name of the corporation shall be **STUDENT RESEARCH, INC.**

ARTICLE II

PLACE OF BUSINESS. The principal place of business and the mailing address of this corporation shall be:

328 WILLIAM ST.
KRY WEST, FL 33040

ARTICLE III

STOCK. The number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares.

ARTICLE IV

PURPOSES. The general purposes for which the corporation is organized are the following:

(a) To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Counsel Corporation Act. No other purpose limits this general purpose in any way; and

(b) To do such things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE V

MANNER OF ELECTION OF DIRECTORS. The directors shall be elected pursuant to the By-Laws of the Corporation. The number of directors of the Corporation shall be as set forth in the By-Laws of the Corporation.

ARTICLE VI

CORPORATE POWERS. The corporate powers shall be as set forth in the Florida Statutes, as amended.

ARTICLE VII

REGISTERED AGENT AND ADDRESS. The name of the corporation's registered agent and the address of the business' registered office is:

PHILLIP B. RARICK, ESQ.
RARICK & ASSOCIATES, P.A.
7850 N.W. 146th Street, Suite 502
Miami Lakes, Florida 33016

ARTICLE VIII

INCORPORATOR. The name and address of the incorporator for these Articles of Incorporation are:

PHILLIP B. RARICK, ESQ.
7850 N.W. 146th Street, Suite 502
Miami Lakes, Florida 33016

The undersigned have executed these Articles of Incorporation this March 10, 2006.

Signature of the Incorporator:


PHILLIP B. RARICK, ESQ.

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

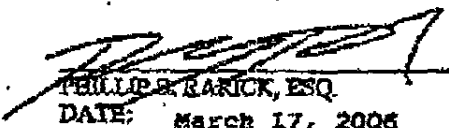
Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the Corporation is **STUDENT RESEARCH, INC.**

The name and address of the registered agent and office is:

**PHILLIP B. RARICK, ESQ.
RARICK & ASSOCIATES, P.A.
7850 N.W. 146th Street, Suite 502
Miami Lakes, Florida 33016**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


PHILLIP B. RARICK, ESQ.

DATE: March 17, 2006

FILED
06 MAR 20 AM 11:38
CLERK OF STATE
TALLAHASSEE, FLORIDA