

P06000043935

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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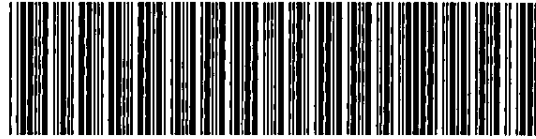
(Business Entity Name)

(Document Number)

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*merger  
Thuris*

03/02/07--01016--030 \*\*70.00

FILED  
2007 MAR -2 AM 9:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**BRASHEAR & ASSOC. P.L.**  
*C o u n s e l o r s   A t   L a w*

926 N.W. 13th Street  
Gainesville, FL 32601-4140  
voice: 352/336-0800  
fax: 352/336-0505  
Brashear@NFlaLaw.com  
www.NFlaLaw.com

BRUCE BRASHEAR  
ANNIKA D. WALLACE

*Of Counsel*  
LARRY D. MARSH  
Florida Bar Board Certified Tax Lawyer

February 28, 2007

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

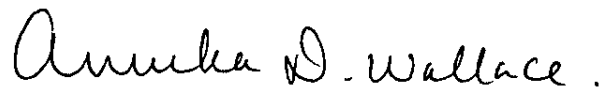
Re: Marketch Inc. Certificate of Renewal

Dear Sir or Madam:

We are the legal counsel for Marketch Inc. Enclosed are Marketch, Inc.'s Articles of Merger, Plan of Merger, and a check in the amount of \$70.00 to cover the filing fee. Please send the letter of acknowledgement to the address listed above. Thank you for your assistance with this matter. Should you have any questions, please feel free to contact me at [AWallace@Nflalaw.com](mailto:AWallace@Nflalaw.com) or (352)336-0800.

Warmest Regards,

BRASHEAR & ASSOC., P.L.



Annika D. Wallace, Esq.

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** MARKETECH, INC.  
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Annika D. Wallace  
(Contact Person)

Brashear and Assoc., P.L.  
(Firm/Company)

926 NW 13TH Street  
(Address)

Gainesville, FL 32601  
(City/State and Zip Code)

For further information concerning this matter, please call:

Annika D. Wallace At (352) 336-0800  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

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

**ARTICLES OF MERGER**  
(Profit Corporations)

**FILED**  
2007 MAR -2 AM 9:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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>MARKETECH, INC.</u>	<u>FLORIDA</u>	<u>P06000043935</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>MARKETECH, INC.</u>	<u>DELAWARE</u>	<u>3573600</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 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 12/19/05.

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 12/19/05.

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)

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

Typed or Printed Name of Individual & Title

MARKETECH INC.  
(Delaware)

HTL

H. Thomas Lane CEO

MARKETECH, INC.  
(FLORIDA)

HTL

H. Thomas Lane CEO

## **PLAN OF MERGER**

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

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

Name

Jurisdiction

MARKETECH, INC

FLORIDA

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

Name

Jurisdiction

MARKETECH INC.

DELAWARE

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

*Please see attached Plans of Merger.*

**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:

*(Attach additional sheets if necessary)*

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**THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:**

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

**OR**

Restated articles are attached:

Other provisions relating to the merger are as follows:

## **AGREEMENT OF MERGER AND PLAN OF MERGER AND REORGANIZATION**

THIS AGREEMENT is made this 19<sup>th</sup> day of December, 2005, by and between MARKETECH, INC., a Delaware Corporation, and MARKETECH, INC., a Florida corporation, said corporations being sometimes hereinafter collectively referred to as "constituent corporations."

WHEREAS, the respective Boards of Directors of the constituent corporations deem it advisable that MARKETECH, INC., a Delaware Corporation, ("the disappearing corporation") be merged into MARKETECH, INC., a Florida corporation, ("the surviving corporation") under the laws of the State of Delaware and the State of Florida in the manner provided therefor pursuant to the provisions of the Delaware Business Corporation Act and the provisions of Section 607.234 of the Florida General Corporation Act, respectively; and

WHEREAS, it is the intention that this plan of merger and reorganization within the meaning of Section 368 (a)(1)(f) of the Internal Revenue Code.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the constituent corporations have agreed, and do hereby agree, to merge upon the terms and conditions below stated.

### Agreement and Effect of Merger

1. The constituent corporations hereby agree that the disappearing corporation shall be merged into the surviving corporation. On the effective date, if this agreement is adopted by the stockholders, the separate existence of MARKETECH, Inc., a Delaware corporation shall cease and the surviving corporation, MARKETECH, Inc., a Florida corporation shall possess all the rights, privileges, powers, all property and all debts of the Delaware corporation.

### Name of the Merged Corporation

2. The name of the surviving corporation shall be "MARKETECH, INC."

### Place of Office of Surviving Corporation

3. The place in Florida where the principal office of the surviving corporation is to be located is 3601 SW 2<sup>nd</sup> Avenue Suite M Gainesville, Florida 32607, County of Alachua.

#### Purpose of Surviving Corporation

4. The purpose of the surviving corporation is to engage in any lawful act or activity for which corporations may be formed under the Florida General Corporation Act.

#### Authorized Shares of Surviving Corporation

5. The present number of shares which MARKETECH, INC., a Delaware corporation, the disappearing corporation, is authorized to issue is thirty million (30,000,000) shares of one cent (\$0.01) Dollar par common stock, of which thirteen million three hundred twenty one thousand two hundred and ten (13,321,210) shares are now issued and outstanding. The present number of shares which MARKETECH, INC., the surviving corporation, is authorized to issue is 30 million (30,000,000) shares of one cent (\$0.01) dollar par common stock. The total number of shares of capital stock which may be issued by the surviving corporation from and after the effective date of this merger is sixteen million six hundred seventy eight thousand seven hundred and ninety (16,678,790) shares of common stock having a one cent (\$0.01) dollar par value.

#### First Directors

6. The present directors of the surviving corporation shall continue as such until their successors are duly elected or designated after the effective date of the merger.

#### Name and Residence of Agent of Corporation

7. H. THOMAS LANE, of Alachua County Florida, being the county in which the principal office of said MARKETECH, INC. is to be located, shall be, and is hereby, appointed as the person on whom process, tax notices, and demands against said MARKETECH, INC., or any of said constituent corporations, may be served.

#### Mode of Effecting Merger

8. The mode of carrying said merger into effect, and the manner and basis of converting the shares of the disappearing corporation into shares of the surviving corporation, shall be as follows:

Each shareholder of the disappearing corporation shall surrender his certificate or certificates to the surviving corporation during the period beginning on December 19<sup>th</sup>, 2005, (being the effective date of this Agreement), and ending before February 1, 2005. Upon surrender to the surviving corporation of the respective certificates for the outstanding shares of the disappearing corporation, there shall be issued to the respective holders hereof, in substitution therefor, one (1) share of the surviving corporation, for one (1) share of the outstanding shares of the disappearing corporation

#### Reporting of Assets at Book Value in Accounts of

#### Surviving Corporation; Pooling of Interest

9. The assets of the disappearing corporation shall be reported in the accounts of the surviving corporation at their book value as of the effective date. The aggregate stated capital, capital surplus, and earned surplus of the constituent corporations shall be, respectively, the stated capital, capital surplus, and earned surplus of the surviving corporation.

#### Articles of Incorporation

10. The Articles of Incorporation of the surviving corporation as herein amended shall continue to be the Articles of the surviving corporation, until amended as provided by law.

#### By-laws

11. The By-laws of MARKETECH, INC. shall be the By-laws of the surviving corporation.

#### Right of Corporation to Repurchase Its Shares

12. The surviving corporation, through its Board of Directors, shall have the right and power to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the surviving corporation and the shareholder and shareholders desiring to sell such shares to the corporation.

#### Effective Date of Agreement

13. This agreement shall become effective as of December 19<sup>th</sup>, 2005. The term "effective date," wherever used in this Agreement, shall mean the effective date herein described.

#### Directors' Right to Abandon Merger

14. The Board of Directors of each of the constituent corporations shall have the power in its discretion to abandon the merger provided for herein prior to the filing of this Agreement.

Execution

IN WITNESS WHEREOF, the constituent corporations have caused their respective corporate names to be signed hereto, by their respective presidents and secretaries, thereunto duly authorized by the respective Board of Directors and shareholders of the constituent corporations.

MARKETECH, INC.  
a Delaware corporation

(SEAL)

By: HTL  
H. Thomas Lane  
President

ATTESTED:

By: GHC  
Gerald H. McCoy, Jr.  
Secretary

MARKETECH, INC.  
a Florida corporation

(SEAL)

By: HTL  
H. Thomas Lane  
President

ATTESTED:

By: GHC  
Gerald H. McCoy, Jr.  
Secretary