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CLERK OF STATE  
TALLAHASSEE, FLORIDA

T. Roberts AUG 14 2007

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** INZON HOLDCO, 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:

DAVID F. LELVY  
(Contact Person)

INZON CORPORATION  
(Firm/Company)

238 NE FIRST AVENUE  
(Address)

DELRAY BEACH FL 33444  
(City/State and Zip Code)

For further information concerning this matter, please call:

DAVID F. LEVY At ( 561 ) 279-8200  
(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)

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)
INZON HOLDCO, INC.	NEVADA	E0355872007-2

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
VERICASH, INC.	FLORIDA	P06000054478
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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 08/03/2007.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 08/03/2007 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 08/03/2007.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 08/03/2007 and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED  
07 AUG - 2007  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Name of Corporation

Typed or Printed Name of Individual & Title

LINO G. MORRIS, PRESIDENT

DAVID F. LEVY, PRESIDENT

## **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

INZON HOLDCO, INC.

NEVADA

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

Name

Jurisdiction

VERICASH, INC.

FLORIDA

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

The Surviving Nevada Corporation is deemed to have appointed the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of the Disappearing Florida Corporation. The Surviving Nevada Corporation has agreed to promptly pay to the dissenting shareholders of the Disappearing Florida Corporation the amount, if any, to which they are entitled under §607.1302 of the Florida Business Corporation Act.

**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:

THE 100 OUTSTANDING SHARES OF THE MERGING FLORIDA CORPORATION WILL BE EXCHANGED FOR 1.5 MILLION COMMON SHARES OF THE PARENT OF THE SURVIVOR.

*(Attach additional sheets if necessary)*

• THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

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

SEE ATTACHED, TO BE FILED AS PART OF MERGER ARTICLES IN NEVADA

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

At the Effective Time (defined below), (1) The Florida Merging Corporation will merge with and into the Surviving Nevada Corporation, with the Surviving Nevada Corporation to be the surviving corporation in the Merger, pursuant to and in accordance with the requirements of the Nevada Revised Statutes and the Florida Business Corporation Act; (2) InZon Corporation, a Nevada corporation and parent of the Surviving Nevada Corporation, will issue to the sole stockholder of the Merging Florida Corporation One Million Five Hundred Thousand (1,500,000) new restricted shares of the common stock of InZon Corporation, and (3) the Surviving Nevada Corporation will amend its articles to change its name to "Vericash Corporation."

The "Effective Time" shall mean the time and date, as soon as possible following the satisfaction or waiver of all conditions precedent to the written agreement of the parties, of the later to occur of (a) the filing of articles of merger ("Merger Articles") in the office of the Secretary of State of the State of Nevada, and (b) the filing of the Merger Articles in the office of the Secretary of State of the State of Florida.