

Division of Corporations

# P06000056825

Florida Department of State  
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## MERGER OR SHARE EXCHANGE

Zeno Systems II, Inc.

Certificate of Status	0
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ARTICLES OF MERGER  
MERGING ZENO SYSTEMS, INC.  
INTO ZENO SYSTEMS II, INC.

Pursuant to Section 607.1105 of the Florida Statutes, Zeno Systems II, Inc., a Florida corporation, hereby delivers these Articles of Merger for the purpose of merging Zeno Systems, Inc., into Zeno Systems II, Inc., a Florida corporation (the "Merger").

1. A copy of the Plan of Merger (the "Plan") is attached as Exhibit A to these Articles of Merger.

2. The Plan was approved by the shareholders of Zeno Systems, Inc., in accordance with the applicable provisions of Chapter 607 of the Florida Statutes, on May 10, 2006.

3. The Plan was approved by the shareholders of Zeno Systems II, Inc., in accordance with the applicable provisions of Chapter 607 of the Florida Statutes, on May 10, 2006.

4. This merger shall become effective upon the filing of these Articles of Merger with the Florida Department of State.

*[Signatures begin on the following page.]*

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IN WITNESS WHEREOF, the constituent corporations have executed these Articles of  
Merger this 10th day of May, 2006.

ZENO SYSTEMS, INC., a Florida corporation

By:   
Rick A. Lott, President

ZENO SYSTEMS II, INC., a Florida corporation

By:   
Rick A. Lott, President

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## Exhibit A

## PLAN OF MERGER

This PLAN OF MERGER (this "Plan") is hereby adopted by ZENO SYSTEMS II, INC., a Florida corporation, and ZENO SYSTEMS, INC., a Florida corporation, for the purpose of merging Zeno Systems, Inc., into Zeno Systems II, Inc., in accordance with the provisions of Section 607.1108 of the Florida Statutes. Zeno Systems II, Inc., is sometimes referred to herein as the "Surviving Entity".

1. Merger. Zeno Systems, Inc., will be merged with and into Zeno Systems II, Inc., pursuant to and in accordance with Section 607.1108 of the Florida Statutes (the "Merger"). As a result of the Merger, the separate existence of Zeno Systems, Inc., will cease, and Zeno Systems II, Inc., as the Surviving Entity, will be fully vested in the rights, privileges and assets of Zeno Systems, Inc., and will be responsible for the debts, liabilities and obligations of Zeno Systems, Inc.

2. Treatment of Ownership Interests. Each share of stock in Zeno Systems II, Inc., issued and outstanding immediately prior to the Merger will be unaffected by the Merger and will remain issued and outstanding following the Merger. Each share of stock of Zeno Systems, Inc., issued and outstanding immediately prior to the Merger will, by virtue of the Merger and without any action on behalf of any party to this Plan, be cancelled.

3. Management of Surviving Entity. Management of the Surviving Entity shall be vested in its Board of Directors. The names and business addresses of the directors of the Surviving Entity are:

Rick A. Lott  
1101 N. Ward Street  
Tampa, FL 33607

Thomas T. Frederick  
1101 N. Ward Street  
Tampa, FL 33607

Keith Roher  
1101 N. Ward Street  
Tampa, FL 33607