

P06000141489

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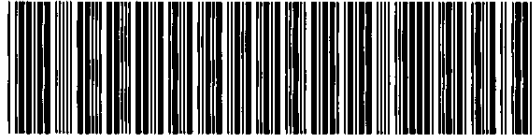
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Morgan
G. Goodlette APR 20 2007



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 861135 7509224

AUTHORIZATION :

Sybil Coleman

COST LIMIT : \$ 78.75

ORDER DATE : April 20, 2007

ORDER TIME : 12:09 PM

ORDER NO. : 861135-005

CUSTOMER NO: 7509224

ARTICLES OF MERGER

AUTOMATION LOGISTICS ANNABERG
CORP.

INTO

AUTOMATION LOGISTICS
CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight

EXAMINER'S INITIALS: _____

APPROVED
AND
FILED

07 APR 20 PM 3:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
AUTOMATION LOGISTICS ANNABERG CORP., a Georgia corporation,
AND
AUTOMATION LOGISTICS CORPORATION, a Florida corporation

To the Secretaries of State
State of Georgia and State of Florida

Pursuant to the provisions of the Georgia Business Corporation Code, and further the Florida Business Corporation Act, the Georgia domestic corporation and the Florida foreign corporation herein named do hereby adopt the following Articles of Merger.

1. The name and jurisdiction of the Surviving Corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Automation Logistics Corporation	Florida	P06000141489

2. The name and jurisdiction of the Acquired Corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Automation Logistics Annaberg Corp.	Georgia	F05000001054

3. The Agreement of Merger and Plan of Reorganization is attached hereto and made a part hereof.

4. The merger shall become effective on the later date that the Articles of Merger are filed with the Florida Department of State and the Georgia Department of State.

5. The Agreement of Merger and Plan of Reorganization was adopted by the shareholders of the Surviving Corporation on the 31st day of December, 2006.


6. The Agreement of Merger and Plan of Reorganization was adopted by the shareholders of the Acquired Corporation on the 31st day of December, 2006.

7. The merger shall be effective upon the filing hereof, but for accounting purposes shall be effective the close of business December 31, 2006.

8. The merger of the Acquired Corporation with and into the Surviving Corporation is permitted under the laws of the State of Georgia and the State of Florida and has been authorized in compliance with said laws.

9. This Article constitutes an undertaking by the corporations that the request for publication of a notice of filing this Articles of Merger and payment therefor will be made as required under subsection (b) of Section 14.-2-1105.1 of the Georgia Business Corporation Code.

Surviving Corporation
AUTOMATION LOGISTICS CORPORATION

By: 
Uwe Herrmann, President

(Corporate Seal)

Acquired Corporation
AUTOMATION LOGISTICS ANNABERG
CORP.

By: 
Uwe Herrmann, Chief Executive Officer

(Corporate Seal)

AGREEMENT OF MERGER AND PLAN OF REORGANIZATION

AGREEMENT OF MERGER AND PLAN OF REORGANIZATION dated effective the 31st day of December, 2006, by and between **AUTOMATION LOGISTICS ANNABERG CORP.**, a Georgia corporation, whose address is 225 Peachtree Street, Suite 503, Atlanta, Georgia 30303 (hereinafter called "Acquired Corporation"), and **AUTOMATION LOGISTICS CORPORATION**, a Florida corporation, whose address is 38850 U.S. Highway 19 North, Tarpon Springs, Florida 34689 (hereinafter called "Surviving Corporation").

RECITALS

1. The Boards of Directors and the Shareholders of Acquired Corporation and Surviving Corporation have resolved that Acquired Corporation be merged pursuant to the General Corporation Law of the State of Florida and the General Corporation Law of the State of Georgia into a single corporation existing under the laws of the State of Florida, to wit, Surviving Corporation, which shall be the surviving corporation in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code;
2. The authorized capital stock of Acquired Corporation consists of twenty thousand (20,000) shares of Common Stock with a par value of One and No/100 (\$1.00) Dollar per share (hereinafter called "Acquired Corporation Common Stock"), of which ten thousand (10,000) shares are issued and outstanding;
3. The authorized capital stock of Surviving Corporation consists of twenty thousand (20,000) shares of Common Stock with a par value of \$1.00 per share (hereinafter called "Surviving Corporation Common Stock"), of which ten thousand (10,000) shares are issued and outstanding; and
4. The respective Boards of Directors and Shareholders of Acquired Corporation and Surviving Corporation have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement;

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree in accordance with the General Corporation Law of the State of Florida and the General Corporation Law of the State of Georgia that Acquired Corporation shall be, at the Effective Date (as hereinafter defined), merged (hereinafter called "Merger") into a single corporation existing under the laws of the State of Florida, to wit, Surviving Corporation, which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

1. Stockholders' Meetings; Filings; Effects of Merger.

1.1 Acquired Corporation Stockholders' Meeting. Acquired Corporation shall call a meeting of its stockholders to be held in accordance with the General Corporation Law of the State of Georgia at the earliest practicable date, upon due notice, waiver, or written consent action thereof to its stockholders to consider and vote upon, among other matters, adoption of this Agreement.

1.2 Surviving Corporation Stockholders' Meeting. Surviving Corporation shall call a meeting of its stockholders to be held in accordance with the General Corporation Law of the State of Florida at the earliest practicable date, upon due notice, waiver, or written consent action thereof to its stockholders to consider and vote upon, among other matters, adoption of this Agreement.

1.3 Filing of Articles of Merger; Effective Date. If (a) this Agreement is adopted by the stockholders of Acquired Corporation in accordance with the General Corporation Law of the State of Georgia, (b) this Agreement has been adopted by the shareholders of Surviving Corporation, in accordance with the General Corporation Law of the State of Florida, and (c) this Agreement is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then Articles of Merger shall be filed and recorded in accordance with the General Corporation Law of the State of Florida and Articles of Merger shall be filed in accordance with the General Corporation Law of the State of Georgia. Such filings shall be made contemporaneously. The Merger shall become effective the later of the date last filed with the State of Florida and the State of Georgia, but shall be effective for accounting purposes the close of business the 31st day of December, 2006, herein referred to as the "Effective Date."

1.4 Certain Effects of Merger. On the Effective Date, the separate existence of Acquired Corporation shall cease, and Acquired Corporation shall be merged into Surviving Corporation which, as the Surviving Corporation, shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of Acquired Corporation; and all and singular, the rights, privileges, powers, and franchises of Acquired Corporation, and all property, real, personal, and mixed, and all debts due to Acquired Corporation on whatever account, as well for stock subscriptions and all other things in action or belonging to Acquired Corporation, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of Acquired Corporation, and the title to any real estate vested by deed or otherwise, under the laws of Florida or Georgia or any other jurisdiction, in Acquired Corporation, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of Acquired Corporation shall be preserved unimpaired, and all debts, liabilities, and duties of Acquired Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of Acquired Corporation or the

corresponding officers of the Surviving Corporation, may, in the name of Acquired Corporation, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all Acquired Corporation's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

2. Name of Surviving Corporation; Certificate of Incorporation; Bylaws.

2.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be Automation Logistics Corporation.

2.2 Certificate of Incorporation. The Certificate of Incorporation of Surviving Corporation as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Certificate of Incorporation of the Surviving Corporation until changed or amended as provided by law.

2.3 Bylaws. The Bylaws of Surviving Corporation, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the Bylaws of the Surviving Corporation until amended as provided therein.

3. Status and Conversion of Securities. The manner and basis of converting the shares of the capital stock of Acquired Corporation and the nature and amount of securities of Surviving Corporation which the holders of shares of Acquired Corporation Common Stock are to receive in exchange for such shares are as follows:

3.1 Acquired Corporation Common Stock. Each share of Acquired Corporation Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one (1) share of Surviving Corporation Common Stock, and the outstanding certificates representing shares of Acquired Corporation Common Stock shall thereafter represent shares of Surviving Corporation Common Stock. Such certificates may, but need not be, exchanged by the holders thereof after the Merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

3.2 Surviving Corporation Common Stock. All issued and outstanding shares of Surviving Corporation held immediately before the Effective Date shall, by virtue of the Merger and at the Effective Date, cease to exist and certificates representing such shares shall be cancelled.

4. Miscellaneous.

4.1 Termination. This Agreement of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before


or after approval of this Agreement of Merger by the shareholders of Acquired Corporation, if the Board of Directors of Acquired Corporation or of the Surviving Corporation duly adopt a resolution abandoning this Agreement of Merger.

4.2 Multiple Counterparts. For the convenience of the parties hereto and to facilitate the filing of this Agreement of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

4.3 Saving Clause. If for any reason by action or inaction inclusive of but not limited to needed modifications of this Agreement or otherwise, that intended "F" reorganization pursuant to Section 368(a)(1)(F) is ineffective then this Agreement shall be deemed amended to so comply, and the corporations shall do all things necessary to further comply, such to create a tax free "F" reorganization by this merger.


IN WITNESS WHEREOF, this Agreement has been executed by Automation Logistics Annaberg Corp., a Georgia corporation, and Automation Logistics Corporation, a Florida corporation, all on the date first above written.

Acquired Corporation
AUTOMATION LOGISTICS ANNABERG
CORP.

By: 
Uwe Herrmann, Chief Executive Officer

(Corporate Seal)

Surviving Corporation
AUTOMATION LOGISTICS CORPORATION

By: 
Uwe Herrmann, President

(Corporate Seal)