

Florida Department of State
Division of Corporations
Public Access System
Electronic Filing Cover Sheet

P07000243203

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H07000243203 3)))



H07000243203ABCV

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5926

Please retain original filing
date of submission 9/28

MERGER OR SHARE EXCHANGE

J-Tap, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	09
Estimated Charge	\$70.00

RECEIVED
2007 OCT -1 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
07 SEP 28 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

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)
J-Tap, Inc.	Florida	P07000093623

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
IT Group, Inc.	Ohio	1448387
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

FILED
07 SEP 28 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 _____

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 _____

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

J-Tap, Inc.

Jay Tapper, President

JT Group, Inc.

Jay Tapper, President

FILED
07 SEP 28 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

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

FILED
07 SEP 28 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)

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:

FILED
07 SEP 28 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name

Jurisdiction

The name and jurisdiction of each subsidiary corporation:

Name

Jurisdiction

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 SEP 28 PM 4:19

FILED

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and 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)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

FILED
07 SEP 28 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Merger Agreement") is made and entered into this 27th day of September, 2007, by and among J-Tap, Inc., a Florida corporation (the "Surviving Corporation"), and JT Group, Inc., an Ohio corporation (the "Merged Corporation").

WHEREAS, the respective Boards of Directors of the Surviving Corporation and the Merged Corporation deem it advisable and in the best interests of the parties hereto, that the Merged Corporation be merged into the Surviving Corporation under the laws of the State of Florida in the manner provided therefor pursuant to Section 607.1101 of the Florida Statutes and under the laws of the State of Ohio pursuant to the provisions of Section 1701.78 of the Ohio Revised Code.

NOW, THEREFORE, in consideration of the promises and of the mutual agreements herein contained, the parties hereto agree to merge upon the terms and conditions below stated:

1. The parties hereto agree that the Merged Corporation will be merged into the Surviving Corporation (the "Merger").

2. The mode of carrying the Merger into effect will be as follows:

(a) At the Effective Date (as defined below), each issued and outstanding share of common stock of the Merged Corporation which shall be outstanding on the Effective Date of the Merger, and all rights in respect thereof, shall be canceled on the Effective Date and certificates representing such shares shall be surrendered and canceled.

(b) At the Effective Date, each issued and outstanding share of common stock of the Surviving Corporation shall remain outstanding and unchanged as a result of the Merger.

(c) The Merger will become effective upon the filing of the Articles of Merger with the State of Florida and the Certificate of Merger with the State of Ohio (the "Effective Date").

(d) Upon the Effective Date of the Merger, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Merged Corporation shall be transferred to, vested in, and devolve upon, the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and the Merged Corporation shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Merged Corporation, respectively. The Merged Corporation hereby agree from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the

FILED

SEP 28 PM 1:08
CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

Merged Corporation acquired or to be acquired by reason of or as a result of the Merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the Merged Corporation and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Merged Corporation or otherwise to take any and all such action.

3. The respective Boards of Directors of the constituent corporation party hereto shall have the power in their discretion to abandon the Merger provided for herein prior to the filing of the Articles of Merger and Certificate of Merger or other appropriate certificates with the office of the Secretary of States of Florida and Ohio.

IN WITNESS WHEREOF, the parties hereto have caused their respective corporate names to be signed hereto by their officers, duly authorized by their respective Boards of Directors and shareholders.

J-TAP, INC.
(Surviving Corporation)

By: Jay Tapper
Jay Tapper, President

JT GROUP, INC.
(Merged Corporation)

By: Jay Tapper
Jay Tapper, President

FILED
07 SEP 28 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA