

Division of Corporations

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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

NORTH AMERICAN GROUP, INC.

Certificate of Status	0
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ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Florida Statutes Section 607.1105.

FIRST: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
NORTH AMERICAN GROUP, INC.	Florida	P07000132339

SECOND: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
NORTH AMERICAN INFORMATION SERVICES, INC.	Delaware	2477761

THIRD: The Agreement of Merger is attached.

FOURTH: The merger shall become effective upon the filing of these Articles of Merger.

FIFTH: The Agreement of Merger was adopted by the shareholders of the surviving corporation on the 13th day of February, 2008.

SIXTH: The Agreement of Merger was adopted by the shareholders of the merging corporation on the 13th day of February, 2008.

NORTH AMERICAN GROUP, INC.,
a Florida corporation

By: 
Donald W. Bling, President

NORTH AMERICAN INFORMATION SERVICES, INC.,
a Delaware corporation

By: 
Donald W. Bling, President

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AGREEMENT OF MERGER

The following Agreement 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, as part of a tax-free reorganization under Internal Revenue Code Section 368(a)(1)(F) to effect the mere change of the state of organization of the merging corporation to Florida.

FIRST: The name and jurisdiction of the surviving corporation: North American Group, Inc., a Florida corporation.

SECOND: The name and jurisdiction of each merging corporation: North American Information Services, Inc., a Delaware corporation.

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

1. Merger. In accordance with the provisions of the Delaware General Corporation Law and the Florida Business Corporation Act, North American Information Services, Inc. ("NAIS"), shall merge with and into North American Group, Inc. (the "Corporation") (the "Merger"), the separate existence of NAIS shall cease, and the Corporation shall survive the Merger and continue to exist as the surviving entity (the "Surviving Entity").

2. Effective Date. The Merger shall become effective as of the date of the filing of the Articles of Merger (the "Effective Date").

3. Effect of Merger. The Merger shall have the effect set forth in the Florida Business Corporation Act.

4. Surviving Shareholders. The Shareholders of the Surviving Entity as of the Effective Date shall remain the Shareholders of the Surviving Entity following the Effective Date.

5. Surviving Officers. The officers of the Surviving Entity, in office immediately prior to the Effective Date, shall continue to be the officers of the Surviving Entity after the Merger and shall hold office in accordance with the Bylaws of the Surviving Entity.

FOURTH:

A. The manner and basis of converting the shares of the merging party into shares of the Surviving Entity, in whole or in part, into cash or other property are as follows:

Immediately prior to the Effective Date, one hundred percent (100%) of the issued and outstanding shares of common stock of the merging party are owned by the same shareholder who owns one hundred

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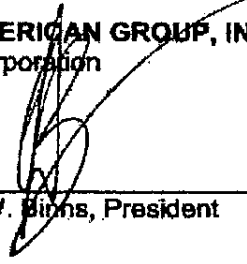
percent (100%) of the issued and outstanding shares of common stock of the Surviving Entity. Upon the Effective Date, each share of common stock of the merging party then outstanding shall be cancelled. Each share of common stock of the Surviving Entity that is outstanding immediately prior to the Effective Date shall continue to represent a share of common stock of the Surviving Entity following the Merger.

B. The manner and basis of converting rights to acquire the interest, shares, obligations or other securities of the merging party into rights to acquire the interests, shares, obligations or other securities of the Surviving Entity, in whole or in part, into cash or other property is as follows:

There are no authorized or outstanding rights to acquire interests, shares, obligations or other securities of the merging party. Therefore, there is no manner or basis of converting rights to acquire interests, shares, obligations or other securities of the merging party into rights to acquire interests, shares, obligations or other securities of the Surviving Entity, in whole or in part, into cash or other property.

IN WITNESS WHEREOF, the undersigned have executed this Agreement of Merger as of the 13th day of February, 2008.

NORTH AMERICAN GROUP, INC.,
a Florida corporation

By: 
Donald W. Binns, President

**NORTH AMERICAN INFORMATION
SERVICES, INC.,** a Delaware corporation

By: 
Donald W. Binns, President