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**MERGER OR SHARE EXCHANGE  
DENALI CONSULTING GROUP, INC.**

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**ARTICLES OF MERGER**  
**DENALI GROUP, INC., a California corporation**  
**with and into DENALI CONSULTING GROUP, INC., a Florida corporation**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes. DENALI GROUP, INC. a California corporation and DENALI CONSULTING GROUP, INC., a Florida corporation submit the following Articles of Merger:

1. The name and jurisdiction of the surviving corporation:  
DENALI CONSULTING GROUP, INC., a Florida corporation  
Document Number: P11000048400
2. The name and jurisdiction of the merging corporation:  
DENALI GROUP, INC., a California corporation  
Entity Number: C2324707
3. The Plan of Merger between the parties is attached to this Articles of Merger as Exhibit "A" and incorporated herein.
4. In accordance with the Plan of Merger, the effective date of the merger shall be the date of filing these Articles of Merger with the Secretary of State of the Florida Division of Corporations.
5. The Plan of Merger has been approved by the shareholders of the surviving corporation on May 20, 2011.
6. The Plan of Merger was adopted by the shareholders of the merging corporation on May 20, 2011.

IN WITNESS WHEREOF, the parties hereto have caused the Articles of Merger to be executed this 26th day of May, 2011.

DENALI GROUP, INC.  
a California corporation

By: [Signature]  
John Evans, President

DENALI CONSULTING GROUP, INC.  
a Florida corporation

By: [Signature]  
John Evans, President

Jonathan L. Hay, Esq.  
Purcell, Flanagan, Hay & Greene, P.A.  
1548 Lancaster Terrace  
Jacksonville, Florida 32204  
(904) 355-0355  
Fla. Bar No.: 456586

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## PLAN OF MERGER

This PLAN OF MERGER is dated May 26, 2011, by DENALI GROUP, INC., a California corporation, with and into DENALI CONSULTING GROUP, INC., a Florida corporation.

## STIPULATIONS

- A. DENALI GROUP, INC., is a corporation duly organized and existing under the laws of the State of California (hereinafter referred to as "DG CA").
- B. DENALI CONSULTING GROUP, INC., is a corporation duly organized and existing under the laws of the State of Florida (hereinafter referred to as "DCG FL").
- C. The Board of Directors and Shareholders of DG CA, and the Board of Directors and Shareholders of DCG FL, deem it desirable and in the best business interests of the corporations that DG CA be merged with and into DCG FL pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, DG CA and DCG FL agree as follows:

1. **Merger.** DG CA shall merge with and into DCG FL. DCG FL shall be the surviving corporation.
2. **Terms and Conditions.** On the effective date of the merger, the separate existence of DG CA shall cease, and DCG FL as the surviving corporation, shall succeed to all of the rights, privileges, immunities, and franchises, and all of the property, real, personal, and mixed, of DG CA without the necessity for any separate transfer. DCG FL as the surviving corporation, shall then be responsible and liable for all liabilities and obligations of DG CA, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.
3. **Conversion of Shares.** The manner and basis of converting the shares of stock of the absorbed DG CA into shares of the surviving DCG FL is as follows:
  - (a) On the effective date of the merger, each outstanding share of DG CA common stock shall cease to be outstanding and cancelled, and no payment shall be made nor consideration paid with respect thereto.
  - (b) Each issued and outstanding share of DCG FL common stock shall remain issued and outstanding after the effective date of the merger,

and the merger shall have no effect on any shares of DCG FL common stock that are issued and outstanding.

4. **Changes in Articles of Incorporation.** The articles of incorporation of the surviving DCG FL shall continue to be its articles of incorporation following the effective date of the merger.
5. **Changes in Bylaws.** The Bylaws of the surviving DCG FL shall continue to be its bylaws following the effective date of the merger.
6. **Directors and Officers.** The directors and officers of the surviving DCG FL shall continue to be the directors and officers of the surviving DCG FL for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified following the effective date of the merger.
7. **Prohibited Transactions.** Neither DG CA or DCG FL shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the business entities may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.
8. **Approval by Shareholders.** This Plan of Merger shall be submitted for the approval of the Shareholders of DG CA and the Shareholders of DCG FL in the manner provided by the applicable laws of the State of Florida.
9. **Effective Date of Merger.** The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State.
10. **Abandonment of Merger.** This plan of merger may be abandoned by action of the Board of Directors of DG CA, or the Board of Directors of DCG FL at any time prior to the effective date of the merger.
11. **Execution of Agreement.** This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed in their respective names by their duly authorized officers on the 26 day of May, 2011.

DENALI GROUP, INC.  
a California corporation

By: \_\_\_\_\_

John Evans, President

DENALI CONSULTING GROUP, INC.  
a Florida corporation

By: \_\_\_\_\_

John Evans, President

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