

**P12000102248**

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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((H12000297304 3)))



H120002973043ABC

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**\*RE-SUBMIT\***

To:

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

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Account Name : C T CORPORATION SYSTEM  
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**MERGER OR SHARE EXCHANGE  
PROLINK SOFTWARE CORPORATION**

Certificate of Status	0
Certified Copy	1
Page Count	0408
Estimated Charge	\$78.75

Attn: Irene  
Albritton

FILED  
12 DEC 19 AM 10:28  
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TALLAHASSEE, FLORIDA

*Merge*  
*Effective date*  
*12-31-12*

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December 20, 2012

FLORIDA DEPARTMENT OF STATE

Division of Corporations

PROLINK SOFTWARE CORPORATION  
999 VANDERBILT BEACH ROAD  
SUITE 200  
NAPLES, FL 34108US

SUBJECT: PROLINK SOFTWARE CORPORATION  
REF: P12000102248

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton  
Regulatory Specialist II

FAX Aud. #: H12000297304  
Letter Number: 812A00030044

RECEIVED  
12 DEC 26 AM 8:28  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Prolink Software Corporation  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Thomas P. Coscia, Esq.

Contact Person

Andros, Floyd & Miller, P.C.

Firm/Company

864 Wethersfield Avenue

Address

Hartford, CT 06114-3184

City/State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Thomas P. Coscia

Name of Contact Person

At ( 860 ) 249-4400

Area Code & Daytime Telephone Number

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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TALLAHASSEE, FLORIDA

**First: The name and jurisdiction of the surviving corporation:**

**Second:** The name and jurisdiction of each merging corporation:

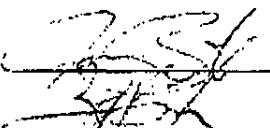
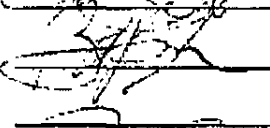

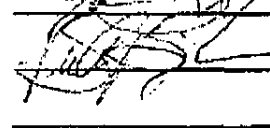
**Third:** The Plan of Merger is attached.

OR 12 / 31 / 12 (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.)

**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 12/13/12  
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

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
Prolink Corporation		Jason R. Brigham, President
		Bruce A. Brigham, Vice President
Prolink Software Corporation		Jason R. Brigham, President
		Bruce A. Brigham, Vice President

## **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

Prolink Software Corporation

Florida

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Prolink Corporation

Connecticut

Prolink Software Corporation

Florida

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

(i) the merging corporation shall be merged into the surviving corporation, and the surviving corporation shall survive the merger; (ii) the separate corporate and legal existence of the merging corporation shall cease; (iii) the surviving corporation shall possess all of the rights and privileges of the merging corporation; (iv) all of the property and all debts due and every other interest of or belonging to the merging corporation shall be taken and vested in the surviving corporation without further action; and (v) the surviving corporation shall be responsible and liable for all of the liabilities and obligations of the merging corporation.

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)*

**Plan of Merger.**  
**Fourth:**

All of the presently issued and outstanding shares of stock of the merging corporation shall be cancelled and exchanged for a total of one hundred (100) shares of the common stock of the surviving corporation as follows: for each one (1) share of the common stock of the merging corporation exchanged, each shareholder will receive one-half (1/2) of a share of the common stock of the surviving corporation. There shall be one hundred (100) issued and outstanding shares of the common stock of the surviving corporation after the exchange of all shares of the merging corporation pursuant to this Plan of Merger.

Other provisions relating to the merger are as follows:

1. The Articles of Incorporation of the surviving corporation shall continue to be its Articles of Incorporation on the effective date of the merger.

PROLINK CORPORATION

By: 

Jason R. Brigham, President

PROLINK SOFTWARE CORPORATION

By: 

Jason R. Brigham, President