

P25084

Requester's Name

1406 Hays St., Suite 2
Address

Tallahassee, FL 32301 (850) 878-4734
City/State/Zip Phone #
Kathi/Brent

FILED
01 JUN 29 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Sherikon Space Systems, Inc. P93-18498
(Corporation Name) (Document #)

2. EFFECTIVE DATE 7/11/01 Merge
(Corporation Name) (Document #)

400004451634--8
-06/29/01--01040--010
*****78.75 *****78.75

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 6/29 ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☒ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 JUN 29 AM 10:54
TO BE FILED
SUFFICIENTLY OF FILING

Examiner's Initials DR

*00789, 00711, 00672 7/1/01

ARTICLES OF MERGER
Merger Sheet

MERGING:

SHERIKON SPACE SYSTEMS, INC., a Florida corporation P93000078498

INTO

SHERIKON, INC., a Louisiana entity, P25084

File date: June 29, 2001, effective July 1, 2001

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 29, 2001

Capitol Services, Inc.
1406 Hays Street
Suite 2
Tallahassee, FL 32301

SUBJECT: SHERIKON, INC.
Ref. Number: P25084

We have received your document for SHERIKON, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

If shareholder approval was not required, a statement to that effect must be contained in the merger for each applicable corporation.

If you have any questions concerning the filing of your document, please call (850) 487-6050.

Annette Ramsey
Corporate Specialist

Letter Number: 601A00039352

EFFECTIVE DATE
7/1/01

ARTICLES OF MERGER

OF

SHERIKON SPACE SYSTEMS, INC.
(Domestic Subsidiary Corporation)

AND

SHERIKON, INC
(Foreign Parent Corporation)

FILED
01 JUN 29 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, as amended (the "FBCA"), the undersigned corporations hereby submit the following Articles of Merger.

1. The FBCA and the Louisiana Business Corporation Act, as amended (the "LBCA"), permit the short-form merger between a foreign parent corporation and its wholly-owned domestic corporation and between a domestic parent corporation and its wholly-owned foreign corporation, respectively, and do not require the approval of the shareholders of the undersigned corporations.

2. Sherikon, Inc. ("Sherikon") is duly incorporated, organized, validly existing and in good standing under the laws of the State of Louisiana.

3. Sherikon Space Systems, Inc., a wholly-owned subsidiary of Sherikon ("Sherikon Sub"), is duly incorporated, organized, validly existing and in good standing under the laws of the State of Florida.

4. Annexed hereto and made a part hereof is the Agreement and Plan of Short-Form Merger for merging Sherikon Sub with and into Sherikon as approved and adopted by the resolutions of the Board of Directors of Sherikon Sub on June 27, 2001 and the resolutions of the Board of Directors of Sherikon on June 27, 2001. Sherikon Sub and Sherikon have complied with the applicable provisions of the laws of the State of Florida and the State of Louisiana in effecting the merger. Shareholder approval was not required.

5. Sherikon will continue its existence as the surviving corporation under its present name.

6. The effective time and date of the merger herein provided for in the State of Florida is 12:05 a.m. on July 1, 2001.

Executed and acknowledged on this 28 day of June, 2001.

Sherikon Space Systems, Inc
(Domestic Subsidiary Corporation)

By: 

Name: Joseph M. Kampf

Title: President

Address: 3211 Jermantown Road
Fairfax, VA 22030

Sherikon, Inc.
(Foreign Parent Corporation)

By: 

Name: Joseph M. Kampf

Title: President

Address: 3211 Jermantown Road
Fairfax, VA 22030

AGREEMENT AND PLAN OF SHORT-FORM MERGER

BETWEEN

SHERIKON, INC.
(a Louisiana corporation)

AND

SHERIKON SPACE SYSTEMS, INC.
(a Florida corporation)

AGREEMENT AND PLAN OF SHORT-FORM MERGER (this "Agreement") entered into on June 27, 2001 and effective as of the Effective Time (as defined below), by and between Sherikon, Inc. ("Sherikon"), a Louisiana corporation, and Sherikon Space Systems, Inc. ("Sherikon Sub"), a Florida corporation and a wholly-owned subsidiary of Sherikon.

WHEREAS, the Louisiana Business Corporation Law, as amended (the "LBCL"), and the Florida Business Corporation Law, as amended (the "FBCL"), permit a short-form merger of a foreign subsidiary corporation into a domestic parent corporation and a domestic subsidiary corporation into a foreign parent corporation, respectively;

WHEREAS, as part of the reorganization of Sherikon and its subsidiaries, the respective boards of directors of Sherikon and Sherikon Sub deem it advisable and in the best interests of their respective corporations to approve this Agreement, pursuant to which Sherikon Sub shall merge with and into Sherikon, with Sherikon as the surviving entity, under the short-form merger provisions of the LBCL and the FBCL and on the terms and conditions contained herein (the "Short-Form Merger"); and

NOW, THEREFORE, in consideration of the premises and the covenants herein contained, the parties hereto agree as follows:

1. Short-Form Merger. The parties hereto agree that Sherikon Sub shall be merged with and into Sherikon in accordance with the short-form provisions of the LBCL and the FBCL.
2. Name. The surviving entity shall be Sherikon.
3. Effective Time of Merger. The Short-Form Merger shall become effective at 12:05am on July 1, 2001 (the "Effective Time"). This Agreement may be terminated prior to the Effective Time by either Sherikon or Sherikon Sub.
4. Filings. Sherikon and Sherikon Sub agree that they will cause to be executed and filed or recorded any document or documents, including but not limited to the Certificate of Merger and the Articles of Merger, prescribed by the laws of the

State of Louisiana and the State of Florida, respectively, and that they will cause to be performed all necessary acts within the State of Louisiana and the State of Florida and elsewhere to effectuate the Short-Form Merger.

5. Articles of Incorporation and By-laws. The Articles of Incorporation and the By-laws of Sherikon, as in effect immediately prior to the Effective Time, shall become, from and after the Effective Time, the Articles of Incorporation and the By-laws of the surviving entity, until thereafter altered, amended or repealed as provided therein and in accordance with applicable law.

6. Directors and Officers. The directors and officers of Sherikon immediately prior to the Effective Time shall become, from and after the Effective Time, the directors and officers of the surviving entity, until their respective successors are duly elected or appointed and qualify or their earlier resignation or removal.

7. Stock Cancellation. Each share of stock of Sherikon Sub issued and outstanding immediately prior to the Effective Time shall, by virtue of the Short-Form Merger, be canceled. Each share of stock of Sherikon issued and outstanding immediately prior to the Effective Time shall remain outstanding.

8. Merger, Assumption of Liabilities. At the Effective Time, Sherikon Sub shall be deemed merged into Sherikon as provided by the LBCL and the FBCL and by this Agreement. All rights, privileges, and powers of Sherikon Sub, and all property, real, personal and mixed, and all debts due to Sherikon Sub, as well as all other things and causes of action belonging to Sherikon Sub, shall be vested in Sherikon, and shall thereafter be the property of Sherikon as they were of Sherikon Sub. All rights of credits and all liens upon any property of Sherikon Sub shall be preserved and all debts, liabilities and duties of Sherikon Sub shall attach to Sherikon and may be enforced against Sherikon to the same extent as if such debts, liabilities and duties had been incurred and contracted by it. Sherikon Sub shall not be required to wind up its affairs or pay its liabilities and distribute its assets under the LBCL and the FBCL.

From and after the Effective Time, Anteon Corporation, a Virginia corporation ("Anteon"), shall have the unlimited right and authority to execute deliver, on behalf of and in the name of Sherikon Sub, such documents, agreements, instruments and contracts as may be necessary, appropriate, or desirable to give effect to the purpose of this Short-Form Merger, whether to satisfy the requirements of third parties, including the U.S. Government, for administrative convenience, or otherwise, and such execution and delivery by Anteon shall be deemed, as and to extent necessary under the circumstances, to be the act of Sherikon Sub. Sherikon Sub agrees that, from and after the Effective Time, and in order to give effect to the intent of this paragraph, the President and CEO of Anteon, or his designee, shall be authorized to designate those persons who shall be authorized to execute and deliver any and all documents, agreements, instruments, writings, invoices and contracts in the name of and on behalf of Sherikon Sub (specifically including contracts, delivery orders, task orders, agreements, documents and invoices involving Sherikon Sub's business dealings with the U.S. Government), and otherwise act in the name of and on behalf of Sherikon Sub, such persons to include

(until otherwise determined by the President and CEO of Anteon), but not be limited to, William Gunst, Jerilyn Gibbs, Phil Knowlton, Jeffrey Ayers, Deborah Alderson, and Curtis Schehr.

9. Representations and Warranties. (a) Sherikon hereby represents and warrants to Sherikon Sub that Sherikon is a corporation duly organized, validly existing and in good standing under the laws of Louisiana; (b) Sherikon Sub hereby represents and warrants to Sherikon that Sherikon Sub is a corporation duly organized, validly existing and in good standing under the laws of Florida; and (c) Each of Sherikon and Sherikon Sub hereby represent and warrants to the other that the signing of this Agreement and the consummation of the transactions contemplated by this Agreement have been approved by all necessary action on its part and do not violate any provisions of its charter documents or any other agreements or instruments to which it is a party.

10. Counterparts. This Agreement may be signed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. The parties hereto confirm that any facsimile copy of another party's executed counterparts of this Agreement (or its signature page thereof) will be deemed to be an executed original thereof.

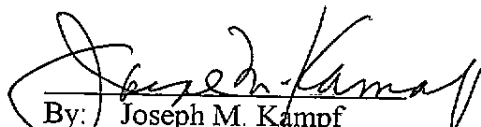
11. Governing Law. This Agreement shall be deemed to be made in and all respects shall be interpreted, construed and governed by the laws of the State of Louisiana, except to the extent that the mandatory provisions of the FBCL are applicable.

12. Notices. Any notice or request to be given under this Agreement by one party to another shall be in writing and shall be delivered personally or by certified mail, postage prepaid to such addresses as either party may designate in writing to the other.

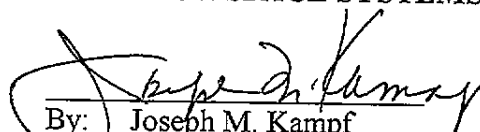
13. No Other Agreement or Understandings. This Agreement embodies all of the agreements and understandings in relation to the subject matter of this Agreement, and no covenants, understandings or agreements in relation to this Agreement exist between the parties, except as expressly set forth in this Agreement.

IN WITNESS WHEREOF, the parties hereto have cause this Agreement to be duly executed as of the date first above written.

SHERIKON, INC.


By: Joseph M. Kampf
Title: President

SHERIKON SPACE SYSTEMS, INC.


By: Joseph M. Kampf
Title: President