

DEC. 17. 1999 10:43AM

COHEN, CHASE & HOFFMAN

NO. 495 Page 1/10

Division of Corporations

P930000 Z9459

Florida Department of State  
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*Attn: ~~Patricia~~ Darlene*

From: Account Name : COHEN, CHASE, & HOFFMAN, P.A.  
Account Number : 102450002676  
Phone : (305) 670-0201  
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MERGER OR SHARE EXCHANGE

Betlach Corporation

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$113.75

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DIVISION OF CORPORATIONS

1044 am

*Memo for 10/12/22*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

BETLACH FAMILY CORPORATION. a Florida corporation, document number  
P93000029459

INTO

**BETLACH CORPORATION.** a Nevada corporation not qualified in Florida

File date: December 17, 1999

Corporate Specialist: Karen Gibson



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

December 16, 1999

BETLACH FAMILY CORPORATION  
% CHARLES J. BETLACH II  
11204 N.W. 14TH COURT  
PEMBROKE PINES, FL 33026

SUBJECT: BETLACH FAMILY CORPORATION  
REF: P93000029459

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

The fax audit number, shown on the 2nd page of the Articles of Merger, is incorrect. Please correct.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H99000032115  
Letter Number: 799A00059252

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**ARTICLES OF MERGER  
OF  
BETLACH FAMILY CORPORATION, A FLORIDA CORPORATION  
WITH AND INTO  
BETLACH CORPORATION, A NEVADA CORPORATION**

FILED  
99 DEC 17 AM 11:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Betlach Family Corporation, a Florida corporation ("Betlach Florida") and Betlach Corporation, a Nevada corporation ("Betlach Nevada"), desiring to effect a plan of merger of Betlach Florida with and into Betlach Nevada, hereby submit the following Articles of Merger in accordance with Section 607.1105 of the Florida Business Corporation Act (the "Act").

1. The name and place of organization and governing law of each constituent corporation are as follows: Betlach Family Corporation, is a Florida corporation organized under the laws of the State of Florida and governed by the laws of the State of Florida (Florida Document #D93000029459), whose principal office address is 8362 Pines Boulevard, Suite 257, Pembroke Pines, Florida 33024 and Betlach Corporation, is a Nevada corporation organized under the laws of the State of Nevada and governed by the laws of the State of Nevada, whose principal office address is 955 S. Virginia Street, Suite 116, Reno, Nevada 89502. Betlach Corporation, the Nevada corporation shall be the surviving corporation in the merger.

2. The Agreement and Plan of Merger (the "Plan of Merger"), attached hereto as Exhibit "A" and incorporated by reference as if fully set forth herein, was approved by the shareholders of Betlach Nevada on November 16, 1999, in accordance with the respective laws of the State of Nevada.

3. The Plan of Merger, attached hereto as Exhibit "A" and incorporated by reference as if fully set forth herein, was approved and adopted by the shareholders of Betlach Florida on November 16, 1999.

4. The Merger shall be effective on December 17, 1999 at 11:59 p.m., EST.

5. a. Betlach Nevada, as surviving corporation, is a Nevada corporation whose principal office address is 955 S. Virginia Street, Suite 116, Reno, Nevada 89502.

b. Betlach Nevada, as the surviving corporation, hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders of Betlach Florida.

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c. Betlach Nevada, as the surviving corporation, agrees to promptly pay to the dissenting shareholders of Betlach Florida, the amount, if any, to which they are entitled under Section 607.1302 of the Act.

6. The merger is permitted under the respective laws of the States of Florida and Nevada and each corporation has complied with such laws in effecting the merger.

IN WITNESS WHEREOF, the foregoing Articles of Merger were executed in accordance with the laws of each party's applicable jurisdiction on the 16 day of November, 1999.

"Betlach Nevada"

BETLACH CORPORATION, a Nevada corporation

By: Charles J. Betlach II  
CHARLES J. BETLACH, II, President

"Betlach Florida"

BETLACH FAMILY CORPORATION, a Florida corporation

By: Charles J. Betlach II  
CHARLES J. BETLACH, II, President

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**AGREEMENT AND PLAN OF MERGER  
BETWEEN  
BETLACH FAMILY CORPORATION, A FLORIDA CORPORATION  
AND  
BETLACH CORPORATION, A NEVADA CORPORATION**

THIS AGREEMENT AND PLAN OF MERGER ("Merger Agreement") is made and entered into this 16<sup>th</sup> day of November, 1999, among Betlach Family Corporation, a Florida corporation ("Betlach Florida") and Betlach Corporation, a Nevada corporation ("Betlach Nevada"). Betlach Florida and Betlach Nevada are hereinafter collectively called the "Constituent Corporations."

**RECITALS:**

A. The Boards of Directors of Betlach Florida and Betlach Nevada, respectively, deem it advisable and generally to the welfare of both Betlach Nevada and Betlach Florida that Betlach Nevada and Betlach Florida be merged under and pursuant to the General Corporation Laws of the States of Nevada and Florida into a single corporation existing under the laws of the State of Nevada, which shall be Betlach Nevada (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code"), and the respective Boards of Directors and stockholders of Betlach Florida and Betlach Nevada have adopted this Merger Agreement, have adopted resolutions authorizing the officers thereof to take the steps necessary and execute such documents as are necessary to effectuate the merger provided for herein.

B. Betlach Florida is a corporation organized, existing under, and governed by the laws of the State of Florida having its principal executive offices at 11204 N.W. 14<sup>th</sup> Court, Pembroke Pines, Florida 32026.

C. Betlach Nevada is a corporation organized, existing under, and governed by the laws of the State of Nevada having its principal executive offices at 955 South Virginia Street, #116, Reno, Nevada 89502.

D. The authorized capital stock of Betlach Florida consists of 1,000 shares of Common Stock, \$0.01 par value per share.

E. There are 1,000 shares of Betlach Florida Common Stock issued and outstanding.

F. The authorized capital stock of Betlach Nevada consists of 1,100 shares of Common Stock, all of which shall have \$.01 par value per share.

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G. There are 10 shares of Betlach Nevada Common Stock issued and outstanding.

NOW, THEREFORE, based on the foregoing and in consideration of the premises and of the mutual agreements, covenants and provisions hereinafter set forth, the parties hereto agree that Betlach Florida shall be merged into Betlach Nevada, and hereby agree upon and prescribe the terms and conditions of such merger and the manner of carrying the same into effect, as follows:

1. Merger. Betlach Florida shall be merged into Betlach Nevada and the separate existence of Betlach Florida shall cease at the Effective Time of the merger, as defined in Section 2 below, except insofar as it may be continued by law or in order to carry out the purposes of this Merger Agreement. Betlach Nevada shall be the Surviving Corporation.

2. Filings, Effective Time. Promptly following execution hereof, Articles of Merger shall be filed with the Secretary of State of Nevada in accordance with Chapter 92A of the Nevada Revised Statutes and Articles of Merger shall be filed with the Department of State of Florida in accordance with Section 607.1105 of the Florida Business Corporation Act. The merger shall become effective at 8:50 P.M. P.S.T. on December 17, 1999, or as soon thereafter as is legally permissible, which date and time is herein referred to as the "Effective Time."

3. Name of Surviving Corporation; Articles of Incorporation; Bylaws.

3.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Time shall be that of Betlach Nevada: BETLACH CORPORATION, a Nevada corporation.

3.2 Articles of Incorporation. The Articles of Incorporation of Betlach Nevada, as in effect immediately before the Effective Time, shall from and after the Effective Time be and continue to be the Articles of Incorporation of the Surviving Corporation until changed or amended as provided by law.

3.3 Bylaws. The Bylaws of Betlach Nevada, as in effect immediately before the Effective Time, shall from and after the Effective Time be and continue to be the Bylaws of the Surviving Corporation until amended as provided for therein.

4. Rights and Liabilities of Surviving Corporation. At and after the Effective Time, the Surviving Corporation shall possess all of the rights, privileges, powers and franchises of a public as well as of a private nature, and shall be subject to all of the restrictions, disabilities and duties of each of the Constituent Corporations. All and singular, rights, privileges, powers and franchises of each of the Constituent Corporations, and all property, whether real, personal or mixed, and all debts due to any of the Constituent Corporations on whatever account, as well as stock subscriptions and all causes of action belonging to each of the Constituent Corporations, shall be vested in the Surviving Corporation.

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All property rights, privileges, powers and franchises, and all other interests shall be thereafter vested as the property of the Surviving Corporation, and the title to any real or personal property, whether by deed or otherwise, vested in either of the Constituent Corporations, shall not revert or be in any way impaired by reason hereof provided:

(a) That all rights of creditors and all liens upon any property of any of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if the debts, liabilities and duties had been incurred or contracted by it;

(b) That the directors of either or both of the Constituent Corporations may, in their discretion, abandon such merger, subject to the right of the parties under any contracts relating thereto, without further action or approval by the stockholders of their respective corporations, at any time before the merger becomes effective as provided by the laws of the States of Nevada and Florida; and

(c) That any proceeding pending against either of the Constituent Corporations may be continued as if the merger had not taken place or Betlach Nevada may be substituted in the proceeding for Betlach Florida.

5. Powers of Directors and Officers of Constituent Corporations to Execute Necessary Instruments of Title After Merger. If at any time the Surviving Corporation shall deem or be advised that any further grants, assignments, confirmations or assurances are necessary or desirable to vest or to perfect or confirm of record or otherwise in the Surviving Corporation the title to any property of either Constituent Corporation, the officers or any of them and directors of each Constituent Corporation, may execute and deliver any and all such deeds, assignments, confirmations and assurances and do all things necessary or proper so as to best prove, confirm and ratify title to such property in the Surviving Corporation or to otherwise carry out the purposes of the merger and the terms of the Merger Agreement. The Surviving Corporation shall have the same power and authority to act with respect to any debts, liabilities and duties of the Constituent Corporation as the Constituent Corporations would have had, had they continued in existence.

6. Conversion of Securities and Rights to Acquire Securities. By virtue of the merger and without any action on the part of any holder of any Common Stock of Betlach Florida:

6.1 Conversion of Betlach Florida Common Stock. Each issued and outstanding share of Betlach Florida's capital stock shall be converted into ONE (1) share of validly issued, fully paid and non-assessable Common Stock, with \$.01 par value per share, of Betlach Nevada Common Stock (the "Merger Shares"), subject to the provisions of Sections 6.3 and 6.4 below.

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6.2 Cancellation of Betlach Nevada Common Stock. Each share of Betlach Nevada Common Stock which, immediately prior to the Effective Time, was issued and outstanding or held in treasury will be canceled or retired.

6.3 Dissenters' Rights of Betlach Florida Stockholders. Notwithstanding anything in this Agreement to the contrary, shares of Betlach Florida Common Stock held by persons exercising dissenters' appraisal rights under Sections 607.1301, 607.1302 and 607.1320 of the Florida Business Corporation Act (the Dissenters' Rights Statutes) or which remain eligible at the Effective Time to exercise such rights (collectively, "Dissenting Shares") will not (except as provided below) be converted into any Merger Shares, but the holders thereof will be entitled only to such rights as are granted by the Dissenters' Rights Statutes. Each holder of Dissenting Shares who becomes entitled to payment therefor pursuant to the Dissenters' Rights Statutes will promptly receive payment from the Surviving Corporation in accordance with the Dissenters' Rights Statutes provided, however, that (i) if any such holder of Dissenting Shares shall have failed to establish his entitlement to dissenters' rights as provided in the Dissenters' Rights Statutes, (ii) if any such holder of Dissenting Shares shall have effectively withdrawn his demand for appraisal thereof or lost his right to purchase and payment therefor under the Dissenters' Rights Statutes, or (iii) if neither any holder of Dissenting Shares nor the Surviving Corporation shall have filed a petition demanding a determination of the value of such Dissenting Shares within the time provided in the Dissenters' Rights Statutes, such holder or holders (as the case may be) shall forfeit the right to demand appraisal with respect to such shares of Betlach Florida Common Stock and such shares of Betlach Florida Common Stock shall thereupon be deemed to have been converted, as of the Effective Time, into and represent Merger Shares, or cash in lieu of fractions thereof, without interest thereon, as provided in Sections 6.1 and 6.4. The Surviving Corporation hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any holder of Dissenting Shares.

6.4 Fractional Shares. Due to the conversion rate described in Section 6.1, no fractional interests in the Merger Shares will be created.

6.5 Mechanics of Conversion. At and after the Effective Time, the Surviving Corporation shall issue certificates representing whole Merger Shares issuable pursuant to Section 6.1 above, to the former stockholders of Betlach Florida promptly upon surrender to the Secretary of the Surviving Corporation at the Surviving Corporation's principal executive offices by such stockholders of the original certificates formerly representing the issued and outstanding capital stock of Betlach Florida prior to the Effective Time, or the presentation of evidence satisfactory to the Surviving Corporation that such certificate(s) have been lost or stolen. In the event of lost or stolen certificates, the Surviving Corporation shall have the discretion to require the presenting stockholder to deliver an indemnity or bond to the Surviving Corporation with respect thereto.

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7. Miscellaneous.

7.1 This Merger Agreement may be terminated and the proposed merger may be abandoned at any time before the Effective Time, and whether before or after approval of this Merger Agreement by the stockholders of any of the Constituent Corporations, if the Board of Directors of each of the Constituent Corporations duly adopt a resolution abandoning this Merger Agreement.

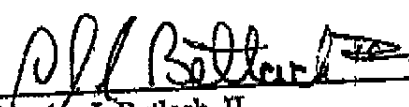
7.2 For the convenience of the parties hereto any number of counterparts hereof may be executed and each such counterpart shall be deemed to be an original instrument.

7.3 This Merger Agreement shall be binding on, and shall inure to the benefit of the parties hereto, their respective legal representatives, successors and assigns.


7.4 This Merger Agreement shall be construed in accordance with, and governed by, the laws of the States of Nevada and Florida.


IN WITNESS WHEREOF, this Merger Agreement has been executed and acknowledged by Betlach Florida and Betlach Nevada, all on the date first above written.

**BETLACH CORPORATION,**  
a Nevada corporation

  
By: Charles J. Betlach, II  
Its: President

**BETLACH FAMILY CORPORATION,**  
a Florida corporation

  
By: Charles J. Betlach, II  
Its: President and Secretary

  
By: Melanie C. Betlach  
Its: Secretary

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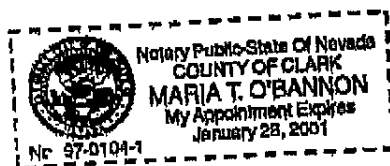
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STATE OF NEVADA )

) ss.

COUNTY OF CLARK )

This Agreement and Plan of Merger was acknowledged before me on the 16<sup>th</sup> day of November, 1999, by Charles J. Betlach, II, as President of Betlach Corporation, a Nevada corporation.



Maria T. O'Bannon  
Notary Public  
My Commission Expires: Jan 28, 2001

STATE OF NEVADA )

) ss.

COUNTY OF CLARK )

This Agreement and Plan of Merger was acknowledged before me on the 22<sup>nd</sup> day of November, 1999, by Melanie C. Betlach, as Secretary of Betlach Corporation, a Nevada corporation.



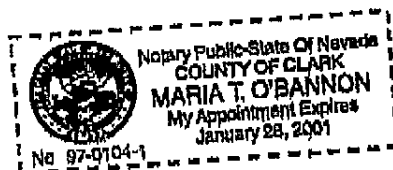
Estelle M. Franklin  
Notary Public  
My Commission Expires: March 10, 2000

STATE OF NEVADA )

) ss.

COUNTY OF CLARK )

This Agreement and Plan of Merger was acknowledged before me on the 16<sup>th</sup> day of November, 1999, by Charles J. Betlach, II, as President and Secretary of Betlach Family Corporation, a Florida corporation.



Maria T. O'Bannon  
Notary Public  
My Commission Expires: Jan 28, 2001