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(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Contus Corporation, an Ohio 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:

Samuel Osnowitz, Esq.  
(Contact Person)

\_\_\_\_\_  
(Firm/Company)

7445 Airport Highway  
(Address)

Holland OH 43528  
(City/State and Zip Code)

For further information concerning this matter, please call:

Samuel Osnowitz, Esq. At ( 419 ) 8651251  
(Name of Contact Person) (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

**ARTICLES OF MERGER**  
**(Profit Corporations)**

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

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Contus Corporation	Ohio	1006883

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Friendly Software Corporation	Florida	P93000083317

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

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**OR**      /      /      (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.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on  
December 18, 2008 \_\_\_\_\_ and shareholder approval was not required.

**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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on  
December 18, 2008 \_\_\_\_\_ and shareholder approval was not required.

*(Attach additional sheets if necessary)*

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TALLAHASSEE, FLORIDA

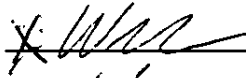
**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

Typed or Printed Name of Individual & Title

Contus Corporation

X 

William T. Bales, President

Friendly Software Corporation

X 

William T. Bales, President

## AGREEMENT OF MERGER

This is an Agreement of Merger made this 18th day of December, 2008, between Friendly Software Corporation, a Florida corporation, the principal office of which is at 352 Tomawawk Drive, Maumee, Ohio 43537 (hereinafter called "Friendly"), and Contus Corporation, an Ohio corporation, the principal office of which is at 352 Tomawawk Drive, Maumee, Ohio 43537 (hereinafter called "Contus"), (said corporations being together hereinafter sometimes called the "Constituent Corporations").

### RECITALS, WHEREAS:

A. The Articles of Incorporation of Contus were filed in the Office of the Secretary of State of Ohio on June 5, 1998. Contus is authorized to issue 100,000 common shares without par value of which 27,595.33 shares are now outstanding; and

B. Friendly is a Florida corporation and is a wholly owned subsidiary of Contus; and

C. The respective Boards of Directors of the Constituent Corporations have approved this Agreement.

Now, therefore, in consideration of the mutual agreements and promises set forth herein, the Constituent Corporations do hereby agree that Friendly be merged with and into Contus, hereinafter sometimes called the "Surviving Corporation"; and that the terms and conditions of the merger, and the mode of carrying into effect shall be as follows:

1. The name of the Surviving Corporation shall be Contus Corporation.
2. Present regulations of Contus shall be the regulations of the Surviving Corporation until changed or repealed according to the provisions of those regulations.
3. The Articles of Incorporation of Contus shall be the Articles of Incorporation of the Surviving Corporation.
4. All present Shareholders of Contus shall retain the Share Certificates now held by them, which Certificates shall represent a like number of shares of the Surviving Corporation.
5. The merger shall become effective on January 1, 2009.

In Witness Whereof, the Constituent Corporations have caused this Agreement to be signed in their respective corporate names by their respective Presidents, thereunto duly authorized by their respective Boards of Directors.

CONTUS CORPORATION

FRIENDLY SOFTWARE CORPORATION

By: 

William T. Bales, President

By: 

William T. Bales, President