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Division of Corporations

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Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

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

From:

Account Name : SHUMAKER, LOOP & KENDRICK LLP
Account Number : 075500004387
Phone : (813)229-7600
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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE
DEX IMAGING, INC.**

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 07 |
| Estimated Charge | \$70.00 |

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Corporate Filing Menu

JUL 29 2015
Help A RAMSEY

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2015 JUL 28 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Merger
For
Florida Profit or Non-Profit Corporation
Into
Other Business Entity

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 605.1025, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Form/Entity Type</u> |
|-------------------------|---------------------|-------------------------|
| MID SOUTH DIGITAL, INC. | TN | Corporation |
| | | |
| | | |
| | | |

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Form/Entity Type</u> |
|-------------------|---------------------|-------------------------|
| DEX IMAGING, INC. | FL | Corporation |

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

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FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

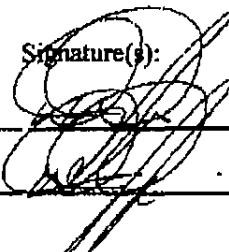
N/A

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

| Name of Entity/Organization: | Signature(s): | Typed or Printed Name of Individual: |
|------------------------------|---|--------------------------------------|
| DEX IMAGING, INC. |  | Daniel Doyle, Jr. |
| MID SOUTH DIGITAL, INC. | | Daniel Doyle, Jr. |
| | | |
| | | |

Corporations:

Chairman, Vice Chairman, President or Officer
(If no directors selected, signature of incorporator.)

General Partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of a member or authorized representative

Fees:

\$35.00 Per Party

Certified Copy (optional):

\$8.75

PLAN OF MERGER

This PLAN OF MERGER is made and entered into as of July 28, 2015, by and between MID SOUTH DIGITAL, INC., a Tennessee corporation (the "Merged Corporation") and DEX IMAGING, INC., a Florida corporation (the "Surviving Corporation").

WITNESSETH:

WHEREAS, Merged Corporation desires to merge with and into Surviving Corporation, with Surviving Corporation being the continuing entity (hereinafter called the "Merger"). Surviving Corporation's corporate existence under the laws of the State of Florida shall not be affected in any manner by reason of the merger except as set forth herein;

WHEREAS, Surviving Corporation owns 100% of the outstanding capital stock of Merged Corporation;

WHEREAS, Surviving Corporation and its shareholders and the Board of Directors of Surviving Corporation and the Merged Corporation have determined that it is advisable and in the best interests of the Merged Corporation, the Surviving Corporation and its shareholders that the Merged Corporation be merged into Surviving Corporation, on the terms and conditions set forth herein and in accordance with Florida Statutes Chapter 607 (the "FBCA") and Chapter 21 of the Tennessee Business Corporation Act (the "TBCA").

ARTICLE I THE MERGER

A. The term "Effective Date" shall mean the later of the dates, if not the same, on which the Articles of Merger are filed with the Secretary of State of Florida and the Secretary of State of Tennessee.

B. Upon the Effective Date, (a) Merged Corporation shall be merged with and into Surviving Corporation; (b) the separate existence of Merged Corporation shall cease and the existence of Surviving Corporation shall continue unaffected and unimpaired by the Merger except as set forth herein; (c) Surviving Corporation shall continue and be governed by the laws of the State of Florida; (d) all property, real, personal, tangible and intangible and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, all immunities of a public and of a private nature, all debts due on whatever account and all other choses in action belonging to Merged Corporation shall be taken and be deemed to be transferred to and vested in Surviving Corporation and shall be thereafter as effectively the property of Surviving Corporation as they were the property of Merged Corporation; and (e) the title to any property, real, personal, tangible, intangible or mixed, wherever situated, and the ownership of any right or privilege vested in Merged Corporation shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in Surviving Corporation. Upon the Merger becoming effective, all rights of creditors and all liens upon the property of Merged Corporation shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming

effective, and all debts, contracts, liabilities, obligations and duties of Merged Corporation shall thenceforth attach to Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it.

ARTICLE II **EFFECTS OF THE MERGER**

At the Effective Date, Surviving Corporation shall possess all the rights, privileges, immunities, and franchises, of both a public and private nature, of Merged Corporation, and shall be responsible and liable for all liabilities and obligations of Merged Corporation, all as more particularly set forth in Section 48-21-108 of the TBCA and Section 607.11101 of the FBCA.

ARTICLE III **CHARTER DOCUMENTS ORGANIZATION OF SURVIVING CORPORATION**

The Articles of Incorporation and Bylaws of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Articles of Incorporation and Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed.

ARTICLE IV **BOARD OF DIRECTORS OF THE SURVIVING CORPORATION**

The Board of Directors of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective, shall, upon the Merger becoming effective, be and remain the Board of Directors of the Surviving Corporation until his successors are elected and qualified.

ARTICLE V **TREATMENT OF SHARES**

Surviving Corporation owns 100% of the outstanding capital stock of the Merged Corporation. Upon the Merger becoming effective, each share of the Merged Corporation's common stock held by Surviving Corporation shall, by virtue of the Merger and without any action on the part of Parent, be canceled simultaneously with the effectiveness of the Merger.

ARTICLE VI **APPROVAL OF MERGER**

This Plan of Merger has been approved by the Board of Directors and sole shareholder of the Merged Corporation as of July ~~2~~, 2015, and approved by the Board of Directors and shareholders of the Surviving Corporation as of July ~~2~~, 2015.

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IN WITNESS WHEREOF, the Merged Corporation and the Surviving Corporation have signed this Agreement on the day and year first above written.

MERGED CORPORATION:

SURVIVING CORPORATION:

MID SOUTH DIGITAL, INC.

DEX IMAGING, INC.

By: 

Daniel M. Doyle, Jr., President

By: 

Daniel M. Doyle, Jr., President



STATE OF TENNESSEE
Tre Hargett, Secretary of State
Division of Business Services
William R. Snodgrass Tower
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

CT CORPORATION
2390 E CAMELBACK ROAD
PHOENIX, AZ 85016

July 27, 2015

Request Type: Certificate of Existence/Authorization
Request #: 0170348

Issuance Date: 07/27/2015
Copies Requested: 1

Document Receipt

Receipt #: 002165487

Filing Fee: \$22.25

Payment-Credit Card - State Payment Center - CC #: 163875144

\$22.25

Regarding: **MID SOUTH DIGITAL, INC.**

Filing Type: For-profit Corporation - Domestic

Control #: 438748

Formation/Qualification Date: 12/23/2002

Date Formed: 12/23/2002

Status: Active

Formation Locale: TENNESSEE

Duration Term: Perpetual

Inactive Date:

Business County: SHELBY COUNTY

CERTIFICATE OF EXISTENCE

I, Tre Hargett, Secretary of State of the State of Tennessee, do hereby certify that effective as of the issuance date noted above

MID SOUTH DIGITAL, INC.

- * is a Corporation duly incorporated under the law of this State with a date of incorporation and duration as given above;
- * has paid all fees, taxes and penalties owed to this State (as reflected in the records of the Secretary of State and the Department of Revenue) which affect the existence/authorization of the business;
- * has filed the most recent annual report required with this office;
- * has appointed a registered agent and registered office in this State;
- * has not filed Articles of Dissolution or Articles of Termination. A decree of judicial dissolution has not been filed.

Tre Hargett
Secretary of State

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