

P94000060496

CT CORPORATION SYSTEM

FILED  
2001 DEC 17 PM 2:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

Innovative Electronics, Inc. merging into: ATS Money Systems, Inc. (surv

700004729267--0

12/17/01 01090--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

700004729267--0

12/17/01 01090--002  
\*\*\*\*\*8.75 \*\*\*\*\*8.75

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

EFFECTIVE DATE  
12-31-01

Name  
Availability \_\_\_\_\_  
Document  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

12/17/01

Order#: 4990341

Ref#:

C. Coulliette DEC 17 2001

Amount: \$ \_\_\_\_\_

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

01 DEC 17 PM 1:57

RECEIVED

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

INNOVATIVE ELECTRONICS, INC., a Florida corporation, P94000060496

INTO

**ATS MONEY SYSTEMS, INC.**, a Nevada entity not qualified in Florida

File date: December 17, 2001, effective December 31, 2001

Corporate Specialist: Cheryl Coulliette

**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, F.S.

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

<u>Name</u>	<u>Jurisdiction</u>
<u>ATS MONEY SYSTEMS, INC.</u>	<u>NEVADA</u>

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

<u>Name</u>	<u>Jurisdiction</u>
<u>INNOVATIVE ELECTRONICS, INC.</u>	<u>FLORIDA</u>

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

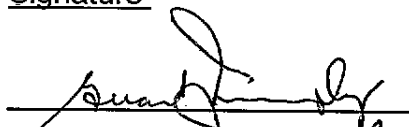
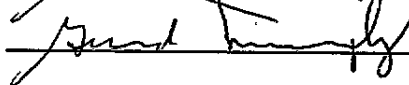
**Fourth:** The merger shall become effective on December 31, 2001.

**Fifth:** Adoption of Merger by surviving corporation - The Plan of Merger was adopted by the board of directors of the surviving corporation on December 13, 2001 and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation - The Plan of Merger was adopted by the board of directors of the merging corporation on December 13, 2001 and shareholder approval was not required.

**Seventh:** SIGNATURES FOR EACH CORPORATION

**EFFECTIVE DATE**  
12-31-01

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
<u>ATS Money Systems, Inc.</u>		<u>Gerard Murphy, President</u>
<u>Innovative Electronics, Inc.</u>		<u>Gerard Murphy, President</u>

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**PLAN OF MERGER**  
**(Merger of Subsidiary Corporation)**

(See Attached Agreement and Plan of Merger)

**AGREEMENT AND PLAN OF MERGER  
INNOVATIVE ELECTRONICS, INC.  
INTO ATS MONEY SYSTEMS, INC.**

**THIS AGREEMENT AND PLAN OF MERGER** dated this 13<sup>th</sup> day of December, 2001 pursuant to Section 607.1104 of the Florida Business Corporation Act and Section 92A.100 of the Nevada Revised Statutes between ATS Money Systems, Inc., a Nevada corporation and Innovative Electronics, Inc., a Florida corporation.

**WITNESSETH THAT:**

**WHEREAS**, ATS Money Systems Inc., a Nevada corporation (sometimes referred to as the "Surviving Corporation") is the sole shareholder of Innovative Electronics Inc., a Florida corporation (sometimes referred to as "IEI"); and

**WHEREAS**, the directors of ATS Money Systems, Inc. have determined that IEI should be merged into ATS Money Systems, Inc., leaving ATS Money Systems, Inc. as the surviving corporation,

**NOW, THEREFORE**, in consideration of the mutual agreements and covenants herein contained, it is agreed that IEI shall be merged into ATS Money Systems, Inc., a Nevada corporation, which shall be the Surviving Corporation and the terms and conditions of such merger and the mode of carrying the merger into effect are and shall be as follows:

**FIRST:** ATS Money Systems, Inc., a Nevada corporation, shall merge into itself Innovative Electronics, Inc., a Florida corporation, and said Innovative Electronics, Inc. shall, at the Effective Date (as herein defined) merge into the Surviving Corporation.

**SECOND:** The Articles of Incorporation of ATS Money Systems, Inc. in effect immediately prior to the Effective Date shall be the Articles of Incorporation of the Surviving Corporation, unless and until amended as provided by law and such Articles of Incorporation.

**THIRD:** The manner of converting the outstanding shares of the capital stock of the constituent corporations shall be as follows:

Each share of the issued and outstanding common stock of IEI shall be surrendered to the Surviving Corporation and canceled of record without consideration. Each share of the issued and outstanding common stock of the Surviving Corporation which shall be issued and outstanding on the Effective Date of the merger shall remain issued and outstanding and shall constitute the sole issued and outstanding stock of the Surviving Corporation.

**FOURTH:** The office of the Surviving Corporation shall be principally located at 2441 Warrenville Road, Lisle, Illinois 60537. The registered agent for the Surviving Corporation shall be CT Corporation System at One East First Street, Reno, Nevada 89501.

**FIFTH:** The total number of shares of stock which the Surviving Corporation shall be authorized to issue is twenty five million (25,000,000) Common Shares of the par value of \$.001. All such shares are designated common stock and are of one and the same class, shall have full voting powers and equal rights of participation in dividends and assets of the Surviving Corporation and shall be non-assessable.

**SIXTH:** The Bylaws of the Surviving Corporation, as they shall exist on the effective date of this merger, shall be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended, or repealed by the shareholders as therein provided.

**SEVENTH:** The directors and officers of the Surviving Corporation as of the effective date shall continue in office until the next annual meeting of shareholders and until their successors shall have been elected and qualified.

**EIGHTH:** This merger shall be effective as of 11:59 p.m. (Eastern Standard Time) on December 31, 2001 (herein referred to as the "Effective Date").

**NINTH:** Upon the merger becoming effective, all of the property, rights, privileges, franchises, patents, trademarks, licenses, registrations, and other assets of every kind and description of the merged corporations shall be transferred to, vested in, and devolve upon the Surviving Corporation without further act or deed and all property, rights, and other interests of the Surviving Corporation and the merged corporations shall be as effectively the property of the Surviving Corporation as they were the Surviving Corporation and the merged corporations respectively. IEI hereby agrees from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of IEI acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of IEI and the proper officers and directors of the Surviving Corporation are fully authorized in the name of IEI or otherwise to take any and all such action. For all purposes, on the Effective Date the separate existence of IEI, except insofar as may be continued by statute, shall cease. The corporate identity, existence, purposes, powers, objects, franchises, rights, and immunities of the Surviving Corporation shall continue unaffected and unimpaired by the merger hereby provided for; and the corporate identities, existences, purposes, powers, objects, franchises, rights, and immunities of IEI shall be continued in and merged into the Surviving Corporation and the Surviving Corporation shall be fully vested therewith.

**TENTH:** The shareholders of IEI who, except for the applicability of Section 607.1104 of the Florida Business Corporation Act, would be entitled to vote and who dissent from the merger

pursuant to Section 607.1320 of the Florida Business Corporation Act, may be entitled, if they comply with the provisions of Chapter 607 of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

**ELEVENTH:** The Surviving Corporation may be served with process in the State of Florida in any proceeding for enforcement of any obligation of IEL, as well as for enforcement of any obligation of the Surviving Corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 607.1302 of the Florida Business Corporation Act; and it does hereby irrevocably appoint the Secretary of State of Florida as its agent to accept service of process in any such suit or other proceeding. The address to which the Secretary of State of Florida shall mail a copy of such process is c/o De La Rue Cash Systems Inc., 2441 Warrenville Road, Lisle, Illinois 60537, until the Surviving Corporation shall have hereafter designated in writing to the Secretary of State of Florida, a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Florida duplicate copies of such process, one of which copies the Secretary of State of Florida shall forthwith send by Registered Mail to the Surviving Corporation at the above address.

**TWELFTH:** The Surviving Corporation shall pay all expenses of carrying this Agreement and Plan of Merger into effect and of accomplishing the merger.

**THIRTEENTH:** Anything herein or elsewhere to the contrary notwithstanding, this Agreement and Plan of Merger may be terminated and abandoned by the Board of Directors of any constituent corporation at anytime prior to the Effective Date. The Agreement and Plan of Merger may be amended by the Board of Directors of the constituent corporations at anytime prior to the Effective Date.


**FOURTEENTH:** The Surviving Corporation shall be responsible for payment of fees and franchise taxes.

**FIFTEENTH:** The contemplated merger is permitted by the laws of the State of Nevada, and the Surviving Corporation has complied with the laws of Nevada in connection with this merger.

IN WITNESS WHEREOF, the parties to this Agreement and Plan of Merger, pursuant to the approval and authority duly given by resolution adopted by their respective Boards of Directors have caused these presents to be executed by the President of each party hereto as the respective act and deed and agreement of each of said corporations on this 13<sup>th</sup> day of December, 2001.

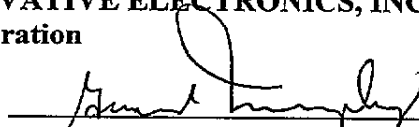
**ATS MONEY SYSTEMS, INC., a Nevada Corporation**

By: \_\_\_\_\_

  
Gerard Murphy, President

**INNOVATIVE ELECTRONICS, INC., a Florida Corporation**

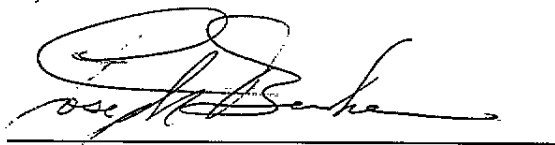
By: \_\_\_\_\_

  
Gerard Murphy, President



I, Joseph Burke, Secretary of Innovative Electronics, Inc., a corporation organized and existing under the laws of the State of Florida, hereby certify, as such Secretary, that the Agreement and Plan of Merger to which this Certificate is attached, after having been first duly signed on behalf of said corporation and having been signed on behalf of ATS Money Systems, Inc., a Nevada corporation, was duly adopted pursuant to Section 607.1101 of the Florida Business Corporation Act by the unanimous written consent of the board of directors of Innovative Electronics, Inc. which Agreement and Plan of Merger was thereby adopted as the act of the board of directors of Innovative Electronics, Inc., and the duly adopted agreement and act of said corporation.

WITNESS my hand this 13<sup>th</sup> day of December, 2001.

A handwritten signature in black ink, appearing to read "Joseph Burke", is written over a horizontal line.

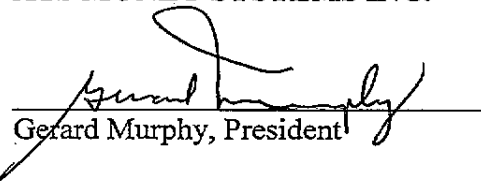
Joseph Burke, Secretary

## WAIVER OF MAILING

The undersigned, ATS Money Systems, Inc., a Nevada corporation, is the sole shareholder of Innovative Electronics, Inc., a Florida corporation. Pursuant to Section 607.1104(2) of the Florida statutes, ATS Money Systems, Inc. hereby waives receipt by mail of a copy or summary of the Agreement and Plan of Merger of Innovative Electronics, Inc. into ATS Money Systems, Inc. dated December 13, 2001.

**ATS MONEY SYSTEMS INC.**

By:

  
Gerard Murphy, President