P94000070377

FAXED

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# MERGER OR SHARE EXCHANGE

**D'ASIGN SOURCE & CO., INC.**

| | |
|---|---|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 02 |
| Estimated Charge | $70.00 |

Merger

Capital Connection, Inc.

3

ARTICLES OF MERGER
Merger Sheet

MERGING:

3-D DEVELOPMENT CORPORATION, a Florida corporation, document numbver J88039

INTO

**D'ASIGN SOURCE & CO., INC.**, a Florida entity, P94000070377.

File date: August 12, 2002

Corporate Specialist: Karen Gibson

FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

August 12, 2002

D'ASIGN SOURCE & CO., INC. ***CORRECTED*****
11500 OVERSEAS HWY
MARATHON, FL 33050

SUBJECT: D'ASIGN SOURCE & CO., INC.
REF: P94000070377

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.

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The name of the person signing the document must be typed or printed beneath or opposite the signature.

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) 245-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H02000179488
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# ARTICLES OF MERGER

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



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

| Name | Jurisdiction |
| --- | --- |
| **D'Asign Source & Co., Inc.** | Florida |

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

| Name | Jurisdiction |
| --- | --- |
| **3-D Development Corporation** | Florida |

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

**Fourth:** The merger shall become effective on the date of filing these articles of merger.

**Fifth:** Adoption of Merger by Surviving Corporation. The Plan of Merger was adopted by the shareholders of the surviving corporation on August 7, 2002.

**Sixth:** Adoption of Merger by Merging Corporation. The Plan of Merger was adopted by the shareholders of the merging corporation on August 7, 2002.

**Seventh:** **SIGNATURES FOR EACH CORPORATION**

| Name of Corporation | Signature | Printed Name of Individual & Title |
| --- | --- | --- |
| **D'Asign Source & Company, Inc.** | | **President and Director** Eugenio DeSanctis |
| **3-D Development Corporation** | | **President and Director** Franco D'Ascino |

# PLAN OF MERGER

The following plan of merger is submitted in compliance with the Section 607.1101 of the Florida Statutes.

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

| Name | Jurisdiction |
|---|---|
| **D'Asign Source & Co., Inc.** | Florida |

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

| Name | Jurisdiction |
|---|---|
| **3-D Development Corporation** | Florida |

**Third:** The terms and conditions of the merger are as follows:

**3-D Development Corporation** shall merge into the surviving corporation, **D'Asign Source & Co., Inc.** In this way, one corporation will own the assets and liabilities of both corporations.

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property as follows:

As a result of the merger, the surviving corporation will be owned 95% by the former shareholders of **D'Asign Source & Co., Inc.** and 5% by the former shareholders of **3-D Development Corporation**