

P94000076757

Florida Department of State

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To: Division of Corporations
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Attn: Darlene

From: Account Name : MOORE AND WAKSLER, P.L.
Account Number : 110650003457
Phone : (941) 637-1955
Fax Number : (941) 637-8485

Sabrina

COMPUTERS, INC.

Margaret
8/12/98
D

Certificate of Status	0
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Page Count	06
Estimated Charge	\$122.50

ARTICLES OF MERGER
Merger Sheet

MERGING:

COMP-U-HUT, INC., a Florida corporation, P98000005948

INTO

COMPUTERS, INC., a Florida corporation, P94000076757

File date: August 12, 1998

Corporate Specialist: Darlene Connell

Florida Department of State
Division of Corporations
Public Access System
Sandra B. Mortham, Secretary of State

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To: Department of State
Tallahassee, FL 32314

Date paid: _____

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98 AUG 12 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER OF
COMP-U-HUT, INC., A FLORIDA CORPORATION
WITH AND INTO COMPUTERS, INC., A FLORIDA CORPORATION,
ITS PARENT CORPORATION

ARTICLES OF MERGER between COMP-U-HUT, INC., a Florida corporation ("Subsidiary Corporation") and COMPUTERS, INC., a Florida corporation ("Parent Corporation").

Pursuant to the provisions of §607.1105 of the Florida Business Corporation Act (the "Act"), COMP-U-HUT, INC., a Florida corporation, and COMPUTERS, INC., a Florida corporation, adopt the following Articles of Merger.

1. The Short Form Agreement and Plan of Merger dated 8-4-98 ("Plan of Merger") between Subsidiary Corporation and Parent Corporation was approved and adopted by the Board of Directors of Parent Corporation on 8-4-98 since shareholder approval of the Plan of Merger is not required by the shareholders of Parent Corporation or Subsidiary Corporation according to §607.1104(1)(a) of the Act.
2. Pursuant to the Plan of Merger, all issued and outstanding shares of Subsidiary Corporation's Common Stock will be acquired by means of a merger of Subsidiary Corporation into Parent Corporation with Parent Corporation the surviving corporation ("Merger").
3. The Plan of Merger is attached as Exhibit "A" and incorporated by reference as if fully set forth.
4. Pursuant to §607.1105(1)(b) the effective date of the Merger shall be on the filing of the Articles of Merger with the Secretary of State of Florida.

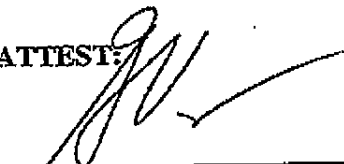
IN WITNESS WHEREOF, the parties have set their hands and seals this 4th day of August, 1998.

Ariana R. Fileman
Attorney at Law
1625 W. Marion Avenue
Suite 2
Punta Gorda, FL 33950
(941) 637-1955
FLa Bar No. 0990612

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ATTEST:


George Vicars, its Secretary

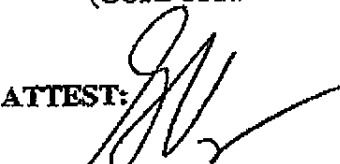
(CORPORATE SEAL)

COMP-U-HUT, INC., a Florida corporation

By:


George Vicars, its President


ATTEST:


George Vicars, its Secretary

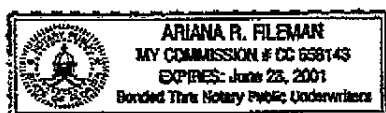
(CORPORATE SEAL)

COMPUTERS, INC., a Florida corporation

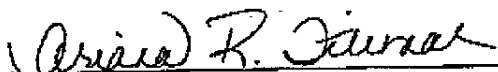
By:


George Vicars, its PresidentSTATE OF FLORIDA
COUNTY OF CHARLOTTE

The foregoing Articles of Merger were acknowledged before me this 4th day of August, 1998, by GEORGE VICARS, as President of COMPUTERS, INC., a Florida corporation, on behalf of the said corporation, who is personally known to me or who has produced _____ as identification.

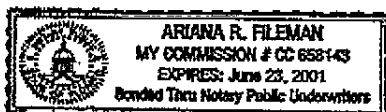


(Affix Notary Stamp/Seal)



NOTARY PUBLIC-STATE OF FLORIDA
My Commission Expires: June 23, 2001
Commission Number: CC 658143

STATE OF FLORIDA
COUNTY OF CHARLOTTE

The foregoing Articles of Merger were acknowledged before me this 4th day of August, 1998, by GEORGE VICARS, as President of COMP-U-HUT, INC., a Florida corporation, on behalf of the said corporation, who is personally known to me or who has produced _____ as identification.



(Affix Notary Stamp/Seal)


NOTARY PUBLIC-STATE OF FLORIDA
My Commission Expires: June 23, 2001
Commission Number: CC 658143

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EXHIBIT "A"

**PLAN OF MERGER OF
COMP-U-HUT, INC., A FLORIDA CORPORATION
INTO COMPUTERS, INC., A FLORIDA CORPORATION**

THIS PLAN OF MERGER is made this 4th day of August, 1998, by and between COMPUTERS, INC., a Florida corporation ("Parent Corporation") and COMP-U-HUT, INC., a Florida corporation ("Subsidiary Corporation").

WITNESSETH:

WHEREAS, Subsidiary Corporation desires to merge with and into Parent Corporation, with Parent Corporation being the surviving corporation (the "Merger") on the terms and subject to the conditions set forth in this Plan of Merger (the "Plan"); and

WHEREAS, Parent Corporation owns One Hundred percent (100%) of Subsidiary Corporation's outstanding Common Stock; and

WHEREAS, the Board of Directors of Parent Corporation has determined that it is advisable that Subsidiary Corporation be merged into Parent Corporation, on the terms and conditions set forth, in accordance with §607.1104 of the Florida Business Corporation Act (the "Act").

NOW THEREFORE, in consideration of the mutual covenants herein set forth, and in the further consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, each to the other in hand paid, the receipt and sufficiency of which is acknowledged, the parties agree as follows:

**ARTICLE I
THE MERGER**

1. The term "Effective Date" shall mean the date on which the Articles of Merger are filed with the Secretary of State of Florida or the date when any requirements imposed upon Parent Corporation by the laws of its jurisdiction are met, whichever is later.
2. On the Effective Date, Subsidiary Corporation shall be merged with and into Parent Corporation. The separate existence of Subsidiary Corporation shall cease at the Effective Date and the existence of Parent Corporation shall continue unaffected and unimpaired by the Merger with all rights, privileges, immunities, and franchises, of a public as well as of a private nature, and subject to all the duties and liabilities of corporations organized under the laws of the State of Florida.
3. The Plan of Merger has been approved by the Board of Directors of Parent Corporation in accordance with §607.1104 of the Act. Parent Corporation shall deliver notice of the Merger to the remaining shareholders of Subsidiary Corporation, if any. Parent Corporation agrees not to file Articles of Merger with the Florida Secretary of State in accordance with the Act

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until at least thirty (30) days after the notice is mailed (unless the remaining shareholders of Subsidiary Corporation waive such notice in writing).

ARTICLE II EFFECT OF MERGER

At the Effective Date, Parent Corporation shall possess all the rights, privileges, immunities, and franchises, of both public and private nature, of Subsidiary Corporation, and shall be responsible and liable for all liabilities and obligations of Subsidiary Corporation, all as more particularly set forth in §607.1106 of the Act.

ARTICLE III TERMS OF THE TRANSACTION; CONVERSION OF AND PAYMENT FOR SHARES

The manner and basis of converting shares of Subsidiary Corporation's Common Stock into shares of Parent Corporation Stock shall be as follows:

1. Each of the share of Subsidiary Corporation's Common Stock (the "Subsidiary Common Stock") issued and outstanding on the Effective Date and all rights in respect thereof, shall, by virtue of the Merger and without any action on the part of the holders, be converted into one (1) share of the presently authorized and unissued shares of the common stock of Parent Corporation (the "Parent Common Stock"). Notwithstanding the foregoing, each share of Subsidiary Common Stock held by Parent Corporation shall, by virtue of the Merger and without any action on the part of Parent Corporation, be canceled simultaneously with the effectiveness of the Merger.
2. As soon as practicable after the Effective Date, a letter of transmittal providing instructions for surrendering certificates for cancellation and to be used for transmitting certificates for cancellation shall be delivered to all of the shareholders of Subsidiary Corporation.

ARTICLE IV DISSENTERS' RIGHTS

Shareholders of Subsidiary Corporation, who, except for the applicability of §607.1104(1)(a) of the Act which provides that a vote of the Parent Corporation's or Subsidiary Corporation's shareholder is not required to approve the Merger, would be entitled to vote on the Merger and who wish to dissent, are entitled if the shareholder complies with the provisions of the Act regarding the rights of dissenting shareholders, to be paid the fair value of such shareholder's shares.

ARTICLE V ASSIGNMENT

If at any time Parent Corporation shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, or confirm or record in Parent

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Corporation the title to any property or rights of Subsidiary, or to otherwise carry out the provisions of this Plan, the proper officers and directors of Subsidiary Corporation as of the Effective Date shall execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary or proper to vest, perfect or confirm title to such property or rights in Parent Corporation.

ARTICLE VI ARTICLES OF INCORPORATION

The Articles of Incorporation of the Parent Corporation shall continue to be its Articles of Incorporation following the effective date of the Merger.

ARTICLE VII EXPENSES

Parent Corporation shall pay all expenses of accomplishing the Merger.

ARTICLE VIII AMENDMENT

At any time before the filing with the Florida Secretary of State of the Articles of Merger to be filed in connection with this Plan, the Board of Directors of Parent Corporation may amend this Plan. If the Articles of Merger already have been filed with the Secretary of State, amended Articles of Merger shall be filed with the Secretary of State, but only if such amended Articles of Merger can be filed before the Effective Date.

ARTICLE IX TERMINATION

If for any reason consummation of the Merger is inadvisable in the opinion of the Board of Directors of Parent Corporation, this Plan may be terminated at any time before the Effective Date by resolution of the Board of Directors of Parent Corporation. Upon termination as provided in this Plan, this Plan shall be void and of no further effect, and there shall be no liability by reason of this Plan or the termination of this Plan on the part of Parent Corporation or Subsidiary Corporation, or their directors, officers, employees, agents or shareholders.

IN WITNESS WHEREOF, the parties have set their hands this 4th day of August, 1998.

PARENT:

COMPUTERS, INC., a Florida corporation

By: 

George Vicars, its President

SUBSIDIARY:

COMP-U-HUT, INC., a Florida corporation

By: 

George Vicars, its President

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WRITTEN CONSENT

We, the undersigned, being all of the shareholders of COMP-U-HUT, INC., a Florida corporation ("Corporation"), and each owning and being entitled to vote the number of shares set forth opposite his or her name below, approve and consent to the adoption of the Plan of Merger, to which this Written Consent is attached, of the Corporation with COMPUTERS, INC., a Florida corporation.

Executed by each of the undersigned on the date set forth opposite his/her/its name, below.

Name of Shareholder

Computers, Inc. - 1000 shares

Signature

By: 

Print Name: GEORGE VICARS

Title: PRESIDENT

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