

Attorney at Law

P4500001863

February 22, 1995

Corporate Records Bureau
Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

8101000 141224 58
-03/07/95--01052--020
****122.50 ****122.50

Re: Harvey Adams, Inc.

Dear Clerk:

Enclosed is an original and one copy of proposed Articles of Incorporation for the referenced corporation, together with a check payable to your order covering the following items:

Filing Fee	\$ 35.00
Certified Copy of	
Articles of Incorporation	52.50
Registered Agent Designation	<u>35.00</u>
TOTAL	\$122.50

RECEIVED
FEB 23 1995
TALLAHASSEE, FL
CORPORATION DIVISION

Kindly return to me a certified copy of the Articles of Incorporation in the enclosed envelope.

Thank you.

Very truly yours,


Glenn R. Padgett

10 Arlander Way
Orlando Beach, FL 32174
Main (404) 676-7099
Office (404) 278-0573
Fax (404) 676-7097

MH
3-7-95

**ARTICLES OF INCORPORATION
OF
HARVEY ADAMS, INC.**

A Florida Corporation

ARTICLE I - NAME

The name of this corporation is: **HARVEY ADAMS, INC.**

ARTICLE II - DURATION

These Articles of Incorporation shall become effective upon the date of their execution and acknowledgement, provided these Articles are filed by the Department of State within five (5) days of their signing and acknowledgement. If not, these Articles shall become effective upon the date they are filed by the Department of State.

ARTICLE III - GENERAL PURPOSES

The general purpose for which this corporation is initially organized is to engage in any or all lawful business for which corporations may be incorporated under Florida law.

ARTICLE IV - SHARES

The initial number of shares that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock, each share having the par value of \$1.00.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is **555 West Granada Boulevard, Suite D-11, Ormond Beach, Florida 32174**. The name of the initial Registered Agent of the corporation is **Glenn R. Padgett**.

ARTICLE VI - PRINCIPAL OFFICE

The street address of the principal office of the corporation is **6230 Klondike Road, Port Orange, Florida 32127**.

ARTICLE VII - DIRECTORS

The number of directors constituting the initial board of directors is two (2), and the name and address of the persons who are to serve as the members thereof are as follows:

**Harvey Adams
6230 Klondike Road
Port Orange, Florida 32127**

**Kimberly Mischler
6230 Klondike Road
Port Orange, Florida 32127**

The number of directors may be changed from time to time as provided in the bylaws.

FILED

95 MAR -6 AM 11:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII • INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is as follows:

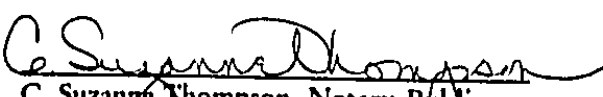
Glenn R. Padgett
555 West Granada Boulevard, Suite D-11
Ormond Beach, Florida 32174

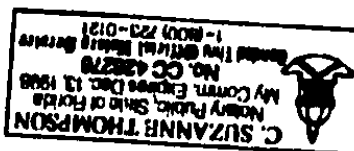
IN WITNESS WHEREOF, the undersigned incorporator does hereby execute and acknowledge these Articles this 22nd day of February, 1995.


Glenn R. Padgett

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 22nd day of February, 1995, by GLENN R. PADGETT, who is personally known to me.


C. Suzanne Thompson, Notary Public
Commission # CC 426276
My Commission Expires: Dec. 13, 1998



**CERTIFICATE DESIGNATING REGISTERED
AGENT AND STREET ADDRESS FOR
SERVICE OF PROCESS**

Pursuant to Section 48.091, Florida Statutes, **HARVEY ADAMS, INC.** hereby designates **Glenn R. Padgett** and 555 West Granada Boulevard, Suite D-11, **Ormond Beach, Florida 32174**, as its Registered Agent and the street address of its registered office, respectively, for service of process within the State of Florida.

HARVEY ADAMS, INC.

By: _____


Incorporator

ACCEPTANCE OF DESIGNATION

I hereby accept the foregoing designation as Registered Agent of **HARVEY ADAMS, INC.** for service of process within the State of Florida.

Glenn R. Padgett

FILED
CS CLR-6 M11-57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

0000078363
June 1, 1995

Corporate Records Bureau
Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

Re: Why-Chip Computer Company

100001524591
-06/27/95--01083--011
*****35.00 *****35.00

Dear Clerk:

Enclosed is an original and one copy of Articles of Merger for the referenced corporation, together with a check payable to your order in the amount of \$87.50, representing filing fees in the amount of \$35.00 and \$52.50 covering the cost of a Certified Copy of Articles of Merger.

Kindly return to me a certified copy of the Articles in the enclosed envelope.

Thank you.

Very truly yours,

Glenn R. Padgett

Glenn R. Padgett

FILED
JUN 22 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

cc: Harvey Adams, President

900001507609
-06/07/95--01083--007
*****87.50 *****87.50

Merger & name change
LFS
6-22-95

~~*787,524,674*~~

P9500018363

FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

WHY-CHIP COMPUTER COMPANY, a Delaware corporation (not qualified in Florida)

INTO

HARVEY ADAMS, INC. which changed its name to

WHY-CHIP COMPUTER COMPANY, a Florida corporation, P95000018363

File date: June 22, 1995

Corporate Specialist: Louise Flemming-Jackson



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 14, 1995

Glenn R. Padgett, Esquire
Post Office Box 730177
Ormond Beach, FL 32173-0177

SUBJECT: HARVEY ADAMS, INC.
Ref. Number: P95000018363

We have received your document for HARVEY ADAMS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please state in #3 in the Articles of Merger that the name of the surviving corporation will be HARVEY ADAMS, INC., changing its name to WHY-CHIP COMPUTER COMPANY. AMENDED

There is a balance of \$35.00 due for the filing fee. -- ENCLOSED

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 (904) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 995A00029128

ARTICLES OF MERGER

FILED
JAN 22 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT to the provisions of §607.1105 of the Florida Business Corporation Act, the undersigned domestic and foreign corporations have adopted the following Articles of Merger for the purpose of merging them into one corporation.

1. The names of the undersigned corporations and the states under the laws of which each is organized are:

<u>Name of Corporation</u>	<u>State</u>
WHY-CHIP COMPUTER COMPANY	Delaware
HARVEY ADAMS, INC.	Florida

2. The laws of the state under which such foreign corporation is organized permit such merger.

3. The surviving corporation is HARVEY ADAMS, INC. and is to be governed under the laws of the State of Florida. The Agreement and Plan of Merger changes the name of the surviving corporation to **WHY-CHIP COMPUTER COMPANY**.

4. The Plan of Merger was approved by the directors and stockholder of the undersigned domestic corporation on May 25, 1995, in the manner prescribed by statute, and was approved by the sole director and stockholder of the undersigned foreign corporation on May 25, 1995, in the manner prescribed by the laws of the state under which it is organized.

5. The Plan of Merger is attached as Exhibit "A" and incorporated by reference as if fully set forth herein.

6. The effective date of the merger is May 25, 1995.

Dated as of May 25, 1995

HARVEY ADAMS, INC.
a Florida Corporation

By: Harvey Adams
Harvey Adams, President

WHY-CHIP COMPUTER COMPANY
a Delaware Corporation

By: Harvey Adams
Harvey Adams, President

AGREEMENT AND PLAN OF MERGER

FILED

JAN 22 PM 1:44

SECRETARY OF STATE

THIS AGREEMENT AND PLAN OF MERGER dated 1995, made by and between WHY-CHIP COMPUTER COMPANY, a Delaware Corporation (Parent), and HARVEY ADAMS, INC., a Florida Corporation ("Subsidiary").

A. Parent desires to merge with and into Subsidiary, with Subsidiary being the surviving corporation (the "Merger"), upon the terms, and subject to the conditions set forth in this Plan of Merger (the "Plan").

B. Parent owns one hundred percent (100%) of Subsidiary's outstanding common stock.

C. The Board of Directors and sole shareholder of Parent have determined that it is advisable that Parent be merged into Subsidiary on the terms and conditions set forth, in accordance with §607.1104 of the Florida Business Corporation Act (the "Act"), and the provisions of the General Corporation Law of the State of Delaware.

NOW, THEREFORE, in consideration of the promises and the mutual agreements, covenants and provisions contained herein, 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 Department of State of Florida.

2. On the Effective Date, Parent shall be merged with and into Subsidiary. The separate existence of Parent shall cease at the Effective Date and the existence of Subsidiary shall continue unaffected and unimpaired by the Merger, with all the rights, privileges, immunities and franchises of a public, as well as 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 sole Director of Parent in accordance with §607.1104 of the Act. The sole shareholder of Subsidiary, being the Parent corporation, has consented to the Merger and has waived the mailing requirement.

**ARTICLE II
EFFECTS OF THE MERGER**

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

EXHIBIT "A"

2. At the Effective Date, the Subsidiary shall assume the Parent's corporate name and the surviving entity shall hereafter be known as **WHY-CHIP COMPUTER COMPANY**.

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

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

1. The number of shares of common stock that Subsidiary is authorized to have outstanding at any one time shall be five hundred (500) shares of common stock, each share having the par value of \$1.00.

2. Each share of Parent's common stock (the "Parent Common Stock") issued and outstanding on the Effective Date, and all rights in respect thereto, shall, by virtue of the Merger, and without any action on the part of the holder, be converted to an equivalent share of the presently authorized and unissued shares of the Common Stock of Subsidiary (the "Subsidiary Common Stock").

3. The one hundred (100) shares of Common Stock of Subsidiary issued to and held by Parent, and all rights in respect thereto, shall, on the Effective Date, by virtue of the Merger, and without any action on the part of the holder, be cancelled.

ARTICLE IV ASSIGNMENT

If at any time Subsidiary shall consider, or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, confirm or record in Subsidiary the title to any property or rights of Parent, or to otherwise carry out the provisions hereof, the proper officer and director of Parent as of the Effective Date, shall execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary and proper to vest, perfect or confirm title to such property or rights in Subsidiary.

ARTICLE V EXPENSES

Subsidiary shall pay all expenses of accomplishing the Merger.

**ARTICLE VI
AMENDMENT**

At any time before filing with the Florida Department of State the Articles of Merger to be filed in connection herewith, the Directors of Parent may amend this Plan.

**ARTICLE VII
TERMINATION**

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

IN WITNESS WHEREOF, the parties have set their hands this 25th day of May, 1995.

"PARENT"

WHY-CHIP COMPUTER COMPANY
a Delaware Corporation

By: Harvey Adams
Harvey Adams, President

"SUBSIDIARY"

HARVEY ADAMS, INC.
a Florida Corporation

By: Harvey Adams
Harvey Adams, President