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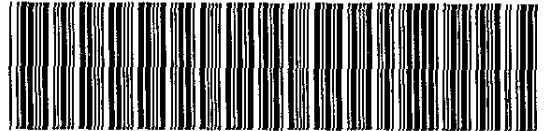
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STATEMENT OF WORK
TALLAHASSEE, FLORIDA

03 DEC 15 PM 2:40

FILED

12/2
J. A. [unclear]

DATE: December 12, 2003

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: QUADRUS CORPORATION, an Alabama corporation
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Richard J. Marsden

(Name of person)

Lanier Ford Shaver & Payne P. C.

(Name of firm/company)

P. O. Box 2087

(Address)

Huntsville, AL 35804

(City/state and zip code)

For further information concerning this matter, please call:

Richard J. Marsden or Michael P. Johnson

(Name of person)

at (256) 535-1100

(Area code & daytime telephone number)

☒ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

**ARTICLES OF MERGER
OF
QUADRUS CORPORATION,
A FLORIDA CORPORATION,
INTO
QUADRUS CORPORATION,
AN ALABAMA CORPORATION**

FILED
03 DEC 15 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105, *et seq.* of the Florida Statutes, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations.

1. The Plan of Merger was approved by the Shareholders of each of the undersigned Corporations in a manner prescribed by the Florida Business Corporation Act. The Plan of Merger is attached to these Articles of Merger as **Exhibit "A"** and incorporated by reference herein. The effective date of the Plan of Merger is December 10, 2003.

2. The dates of adoption of the Plan of Merger by the Shareholders were:

<u>Name of Corporation</u>	<u>Date</u>
Quadrus Corporation, a Florida corporation	December 10, 2003
Quadrus Corporation, an Alabama corporation	December 10, 2003

3. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>
Quadrus Corporation, a Florida corporation	1,000
Quadrus Corporation, an Alabama corporation	2

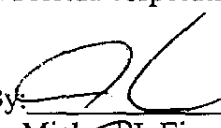
4. As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>
Quadrus Corporation, a Florida corporation	1,000	0
Quadrus Corporation, an Alabama corporation	2	0

DATED: December 10, 2003

[Corporate Seal]


QUADRUS CORPORATION
A Florida corporation,

By: 
Michael J. Eiras, President

and: 
Jan P. Eiras, Secretary

[Corporate Seal]

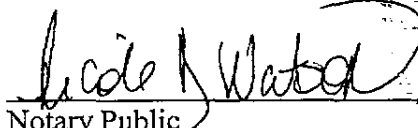
QUADRUS CORPORATION
An Alabama corporation,

By: 
Michael J. Eiras, President

and: 
Jan P. Eiras, Secretary

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me on December 10, 2003, by
MICHAEL J. EIRAS, as President of Quadrus Corporation, a Florida corporation, and by JAN P.
EIRAS, as Secretary of Quadrus Corporation, who are personally known to me.



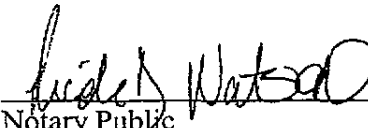
Notary Public

My Commission expires:

My Commission Expires 08-01-2007

STATE OF ALABAMA)
COUNTY OF MADISON)

The foregoing instrument was acknowledged before me on December 10, 2003, by
MICHAEL J. EIRAS, as President of Quadrus Corporation, an Alabama corporation, and by JAN P.
EIRAS, as Secretary of Quadrus Corporation, who are personally known to me.



Notary Public

My Commission expires:

My Commission Expires 08-01-2007

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AGREEMENT AND PLAN OF MERGER

=====

QUADRUS CORPORATION
(A Florida Corporation)

into

QUADRUS CORPORATION
(An Alabama Corporation)

=====

LANIER FORD SHAVER & PAYNE P.C.
Post Office Box 2087
Huntsville, Alabama 35804

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement"), dated as of the 10th day of December, 2003, by and between QUADRUS CORPORATION, a Florida corporation (hereinafter referred to as the "Florida Company" or "Acquired Company"), and QUADRUS CORPORATION, an Alabama corporation (hereinafter referred to as the "Alabama Company" or the "Surviving Company"). Collectively, the Alabama Company and the Florida Company are sometimes hereinafter referred to as the "Constituent Companies."

W I T N E S S E T H:

The Florida Company is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated thereunder on March 29, 1995. The Alabama Company is a corporation organized and existing under the laws of the State of Alabama, having been incorporated thereunder on December 10, 2003.

The authorized capital of the Florida Company consists of One Thousand (1,000) shares of common stock, \$1.00 par value. The holders of all of the issued and outstanding shares of the Florida Company and the number of shares held by each shareholder are as follows:

<u>Shareholders</u>	<u>Number of Shares</u>
Jan P. Eiras	500
Michael J. Eiras	500

The authorized capital of the Alabama Company consists of Two Million (2,000,000) shares of common stock, \$0.001 par value, all of the same class and none preferred. The holders of all of the issued and outstanding shares of common stock of the Alabama Company and the number of shares held by each shareholder are as follows:

Shareholders

Number of Shares

Jan P. Eiras

1

Michael J. Eiras

1

The principal office of the Florida Company is located at 1500 Perimeter Parkway, Suite 320, Huntsville, Alabama 35806. The registered office of the Florida company is ~~11924 West Forest Hill Blvd Suite 22-322, West Palm Beach, FL 33414~~ and MICHAEL J. EIRAS is the registered agent in charge thereof upon whom process against the Florida Company may be served. The registered office of the Alabama Company in the State of Alabama is located at 1500 Perimeter Parkway, Suite 320, Huntsville, Alabama 35806, and Michael J. Eiras is the registered agent in charge thereof upon whom process against the Alabama Company may be served.

The Board of Directors of the Alabama Company deem it to be for the benefit and advantage of the Company and its shareholders that it merge with the Florida Company as provided for by Sections 10-2B-11.05 and 10-28-11.07 of the Alabama Business Corporation Act and Section 607.1103, F.S., of the Florida Business Corporation Act.

The Board of Directors of the Florida Company has determined that because most of the directors have a conflicting interest with respect to the merger, it should make no recommendation to the shareholders of the Florida Company to approve the merger. Such directors have a conflicting interest with respect to the merger because each is a shareholder of the Alabama Company.

The Board of Directors of the Alabama Company has approved, by duly adopted resolution, this Agreement, and the Board of Directors of the Florida Company has duly adopted the Agreement by resolution. The respective boards of directors of the Constituent Companies have duly authorized the execution of the Agreement upon approval by their respective shareholders and have directed that the Agreement be submitted to a vote of the respective shareholders of the Florida Company and the Alabama Company entitled to vote thereon at special shareholders' meetings called for the purpose of considering approval of the Agreement. The effect of the merger will be to change the state of incorporation from the State of Florida to the State of Alabama.

In consideration of the foregoing and the mutual promises hereinafter set forth, the parties hereto agree that in accordance with the provisions of Sections 10-2B-11.05 and 10-2B-11.07 of the Alabama Business Corporation Act and Section 607.1105, F.S., of the Florida Business

Corporation Act, the Florida Company shall be merged with and into the Alabama Company, and that the terms and conditions of such merger and the mode of carrying it into effect are, and shall be, as herein set forth.

ARTICLE I

Except as specifically set forth herein, the corporate existence of the Alabama Company, with all its purposes, powers and objects, shall continue in effect and unimpaired by the merger, and the corporate identity and existence, with all the purposes, powers, and objects, of the Florida Company, shall be merged into the Alabama Company, and the Alabama Company, as the company surviving the merger, shall be fully vested therewith (the "Merger"). The separate existence and corporate organization of the Florida Company shall cease as soon as the Merger shall become effective as herein provided, and thereupon the Florida Company and the Alabama Company shall be a single company with the Alabama Company as the Surviving Company. This Agreement shall continue in effect and the Merger shall become effective only if the Agreement is adopted by the shareholders of the Florida Company and approved by the shareholders of the Alabama Company as provided in Article X hereof. Upon such adoption and approval, that fact shall be certified upon the Agreement by the Secretary or Assistant Secretary of each of the Constituent Companies, under the seals thereof, unless such adoption and approval are by unanimous written consent of the shareholders of the Constituent Companies. Thereupon, the Surviving Company shall file Articles of Merger in the Office of the Secretary of the State of Florida and Articles of Merger in the Office of the Secretary of State of Alabama.

ARTICLE II

Upon the effective date of the Merger, the Articles of Incorporation of the Alabama Company shall be the Articles of Incorporation of the Surviving Company until the same shall thereafter be altered, amended, or repealed in accordance with law and such Articles of Incorporation. Such Certificate of Incorporation is made a part of this Agreement with the same force and effect as if set forth in full herein.

ARTICLE III

Upon the effective date of the Merger, the Bylaws of the Alabama Company shall be the Bylaws of the surviving Company until the same shall thereafter be altered, amended, or repealed in accordance with law, the Certificate of Incorporation, and such Bylaws.

ARTICLE IV

On the effective date of the Merger, the Surviving Company shall continue in existence and, without further transfer, succeed to and possess all of the rights, privileges, and purposes of each of the Constituent Companies; and all of the property, real and personal, including subscriptions to shares, causes of action and every other asset of each of the Constituent Companies, shall vest in the Surviving Company without further act or deed; and the Surviving Company shall be liable for all of the liabilities, obligations and penalties of each of the Constituent Companies. No liability or obligation due or to become due, claim or demand for any cause existing against either corporation, or any shareholder, officer, director or employee thereof, shall be released or impaired by such Merger. No action or proceeding, whether civil or criminal, then pending by or against either Constituent Company or any shareholder, officer, director or employee thereof, shall abate or be discontinued by such Merger, but may be enforced, prosecuted, defended, settled or compromised as if such Merger had not occurred or the Surviving Company may be substituted in any action or proceeding in place of either Constituent Company.

If at any time the Surviving Company shall consider or be advised that any further assignments, conveyances or assurances in law are necessary or desirable to vest, perfect or confirm of record in the Surviving Company, the title to any property or rights of the Constituent Companies, or otherwise to carry out the provisions hereof, the proper officers and directors of the Constituent Companies, as of the effective date of the Merger, 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 the Surviving Company, and otherwise to carry out the provisions hereof.

ARTICLE V

The number of shares of stock which the Surviving Company shall have authority to issue shall be Two Million (2,000,000) shares of common stock, \$0.001 par value, all of the same class and none preferred. No change shall occur with respect to the authorized capital stock of the Surviving Corporation as a result of the Merger.

ARTICLE VI

On the effective date of the Merger, each of the shares of the issued and outstanding common stock held by those shareholders of the Florida Company shall be automatically

converted into one (1) fully paid and nonassessable share of the common stock of the Surviving Company. The holders of the common stock of the Florida Company whose shares shall be converted and the number of shares converted into shares of the Surviving Company are as follows:

<u>Shareholders</u>	<u>Number of Shares</u>
Jan Phillippe Eiras	500,000
Michael John Eiras	500,000

The shares of the common stock of the Florida Company authorized but unissued and not outstanding shall automatically be canceled and retired and shall cease to exist, and no consideration shall be delivered in exchange therefor.

ARTICLE VII

On the effective date of the Merger, each option issued under the Florida Company's option plan to purchase shares of common stock of the Florida Company shall be converted into an option to purchase the same number of shares of common stock of the Surviving Company under the Surviving Company's option plan. The terms and conditions placed on the options of the Florida Company shall be replaced with the terms and conditions placed on options under the Surviving Company's option plan.

ARTICLE VIII

The officers and directors of the Alabama Company immediately prior to the effective date of the Merger shall serve as the officers and directors of the Surviving Company, until their successors shall have been elected and shall qualify or as otherwise provided in the Bylaws of the Surviving Company.

If, on or after the effective date of the merger, a vacancy shall exist in the Board of Directors of the Surviving Company, or in any of the offices specified above, such vacancy may be filled in the manner provided in the Bylaws of the Surviving Company.

ARTICLE IX

All corporate acts, plans, policies, approvals and authorizations of the Florida Company, its shareholders, Board of Directors, committees, whether elected or appointed by the Board of Directors, officers, and agents, which were valid and effective immediately prior to the effective date of the Merger, shall be taken for all purposes as the acts, plans, policies, approvals and authorizations of the Surviving Company and shall be as effective and binding thereon as they were on the Florida Company. The employees of the Florida Company shall become the employees of the Surviving Company and continue to be entitled to the same rights and benefits they enjoyed as employees of the Florida Company. It is intended that the transaction described herein qualifies as a reorganization within the definition of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

ARTICLE X

This Agreement shall be submitted to the shareholders of each of the Constituent Companies as provided by the applicable laws of the States of Alabama and Florida.

ARTICLE XI

The Surviving Company hereby agrees that it may be served with process in the State of Alabama in any proceeding for enforcement of any obligation of the Florida Company, as well as for enforcement of any obligation resulting from the Merger, including any proceeding for the enforcement of the rights of a dissenting stockholder of the Florida Company against the Surviving Company, and hereby irrevocably appoints Secretary of State of the State of Alabama as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of the State of Alabama is 1500 Perimeter Parkway, Suite 320, Huntsville, Alabama 35806, Attention: President.

ARTICLE XII

This Agreement and the Merger may be terminated and abandoned by resolution of the Board of Directors of the Florida Company prior to the merger becoming effective and whether before or after approval by the shareholders of the Florida Company. In the event of termination and abandonment of this Agreement and the merger pursuant to the foregoing provisions of this Article XII, this Agreement shall become void and of no further effect without any liability on the

part of either of the Constituent Companies or their shareholders or the directors or officers in respect thereto.

ARTICLE XIII

This Agreement may be executed in counterparts, each of which when so executed shall be deemed to be an original, and such counterparts shall together constitute one and the same instrument.

IN WITNESS WHEREOF, each party to this Agreement and Plan of Merger, pursuant to authority duly given by its respective Board of Directors, has caused these presents to be executed on its behalf by its President as of the day and year first hereinabove written.

“FLORIDA COMPANY”

QUADRUS CORPORATION,
a Florida Corporation

By: 

Michael J. Eiras, President

“ALABAMA COMPANY”

QUADRUS CORPORATION,
an Alabama Corporation

By: 

Michael J. Eiras, President