

P95000033790

FILE
TALLAHASSEE, FLORIDA
JUN 11 4:23 PM '01

CAPITAL SERVICE
PARA...
(Requestor's Name)
1406 Hays Street, Suite 2
(Address)
Tallahassee, FL 32301 (904) 656-3992
(City, State, Zip) (Phone #)

OFFICE USE ONLY

Merger &
name
Change

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. MDem Acquisition Corp. (Corporation Name) P01-42548 (Document #)
2. Mustek Dsm, Inc. (Corporation Name) P95-33790 (Document #)
3. (w/ c/n to: CITI Mustek, Inc.) (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 6/12 ☒ Certified Copy (2)
☐ Mail-out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
Profit	11
NonProfit	
Limited Liability	
Domestication	
Other	

AMENDMENTS	
Amendment	
Resignation of R.A., Officer/Director	
Change of Registered Agent	
Dissolution/Withdrawal	
<input checked="" type="checkbox"/> Merger	

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*****87.50 *****87.50

OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

REGISTRATION/ QUALIFICATION	
Foreign	
Limited Partnership	
Reinstatement	
Trademark	
Other	

Examiner's Initials ROK
6/11/01

ARTICLES OF MERGER
Merger Sheet

MERGING:

MDEM ACQUISITION CORP., a Florida corporation P01000042548

INTO

MASTEK DEM, INC. which changed its name to

CII MASTEK, INC., a Florida entity, P95000033790

File date: June 11, 2001

Corporate Specialist: Annette Ramsey

FILED
01 JUN 11 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
MDEM ACQUISITION CORP.
A FLORIDA CORPORATION
INTO
MASTEK DEM, INC.
A FLORIDA CORPORATION

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "FBCA"), Capintec, Inc. a Delaware corporation ("Capintec"), Mastek DEM, Inc. a Florida corporation ("Mastek"), and MDEM Acquisition Corp., a Florida corporation ("Merger Sub"), which is a wholly owned subsidiary of Capintec, adopt the following Articles of Merger as of June 4, 2001.

BACKGROUND

Mastek and Merger Sub desire that Merger Sub be merged with and into Mastek (the "Merger") and that Mastek be the surviving corporation and become a wholly owned subsidiary of Capintec pursuant to the terms and conditions of these Articles of Merger.

THE PARTIES AGREE AS FOLLOWS:

ARTICLE ONE

The Plan of Merger is as follows:

1. The Merger. Upon the filing of these Articles of Merger (the time of such filing, the "Effective Time") with the Department of State of the State of Florida in accordance with the FBCA, Merger Sub shall be merged with and into Mastek. Mastek shall be the surviving corporation in the Merger.
2. Conversion of Outstanding Shares of Merger Sub. Each share of Common Stock of Merger Sub issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at and as of the Effective Time, into one share of Common Stock of Mastek ("Mastek Common").

3. Conversion of Outstanding Shares of Mastek Common Stock. Each share of Mastek Common outstanding immediately prior to the Effective Time (except any shares of Mastek Common as to which the holders thereof have exercised their dissenters' rights pursuant to Sections 1301 *et seq.* of the FBCA) shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at and as of the Effective Time into the right to receive one hundred (100) shares of the Common Stock of Capintec ("Capintec Common") for each share of Mastek common (the "Exchange Ratio").

4. Fractional Shares. Holders of Mastek Common shall receive only whole shares of Capintec Common; in lieu of any fractional share of Capintec Common, holders of Mastek Common shall receive in cash the fair market value of such fractional share.

5. Rights After the Effective Time. As soon as practicable after the Effective Time, each holder of record of a certificate or certificates which, prior to the Effective Time, represented outstanding shares of Mastek Common shall be entitled, upon surrender of such certificate or certificates to Capintec (or in the case of certificates that have been lost, stolen or destroyed, lost certificate affidavits therefor and indemnification in connection therewith) or to an exchange agent designated by Capintec, in form suitable for transfer, to receive a certificate or certificates representing the number of whole shares of Capintec Common to which such shareholder is entitled under Section 4 together with cash in lieu of any fractional share of Capintec Common in an amount calculated in accordance with Section 4.

ARTICLE TWO

1. Articles of Incorporation of Mastek. Immediately after the Effective Time the Articles of Incorporation of Mastek shall be amended and restated in their entirety to read as follows:

I.

The name of this corporation is CII Mastek, Inc.

II.

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act (the "FBCA").

III.

The street address of the principal office of the corporation and the mailing address of the corporation is:

1465 Cypress Avenue
Melbourne, Florida 32935

IV.

The street address of the registered office of the corporation is 1465 Cypress Avenue, Melbourne, Florida 32935, and the name of the corporation's registered agent at such address is Kevin Russell.

V.

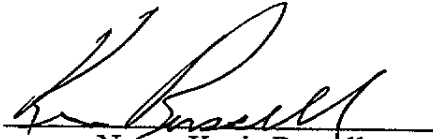
This corporation is authorized to issue one class of shares, which shall be known as Common Stock. The total number of shares of Common Stock which this corporation is authorized to issue is 1,000 (one thousand) shares, with a par value of \$0.01 per share.

VI.

The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under Florida law. This corporation is also authorized, to the fullest extent permissible under Florida law, to indemnify its officers, directors, employees and agents and to advance indemnifiable expenses to its officers, directors, employees and agents as they are incurred, subject to the limits set forth in Section 670.0850 of the FBCA. If after the effective date of this Article, Florida law is amended in a manner which permits a corporation to limit the monetary or other liability of its directors or to authorize indemnification of, or advancement of defense expenses to, its directors or other persons, in any such case to a greater extent than is permitted on such effective date, the references in this Article to "Florida law" shall to that extent be deemed to refer to Florida law as so amended.

As required in Section 607.0501(3) of the Florida Statutes, Kevin Russell as registered agent states that he is familiar with and accepts the obligations provided for in Section 607.0505 of the Florida Statutes.

Dated: June 4, 2001


Name: Kevin Russell
Title: Registered Agent

2. Other Effects of the Merger. The other effects of the Merger shall be as prescribed by law.

ARTICLE THREE

The effective date of the Merger shall be the date upon which these Articles of Merger are filed with the Department of State of the State of Florida.

ARTICLE FOUR

The Plan of Merger was adopted by the sole shareholder of Merger Sub on the 31st day of May, 2001, and was adopted by the shareholders of Mastek on the 1st day of June, 2001.

IN WITNESS WHEREOF, CAPINTEC, MASTEK and Merger Sub have executed these Articles of Merger as of the first date written above.

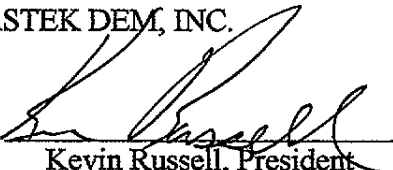
CAPINTEC, INC.

By: _____
Arthur Weis, President

MDEM ACQUISITION CORP.

By: _____
Arthur Weis, President

MASTEK DEM, INC.

By:  _____
Kevin Russell, President

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CAPINTEC, INC.

By: Arthur Weis
Arthur Weis, President

MDEM ACQUISITION CORP.

By: Arthur Weis
Arthur Weis, President

MASTEK DEM, INC.

By: _____
Kevin Russell, President