

**P45000043803**



1116-D Thomasville Road  
Mount Vernon Square  
Tallahassee, Florida 32303  
(904) 222-2666  
(904) 222-1666 (Fax)  
(800) 969-1666

GLINDA P. BENNETT  
Personal Representative

OFFICE USE ONLY

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

1. Mims Technology, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

**EFFECTIVE DATE**



Walk in



Pick up time

6-7 1:00



Certified Copy



Mail out



Will wait



Photocopy



Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

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

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

DIVISION OF CORPORATION

95 JUN - 7 AM 10:49

D. BROWN JUN - 7 1995

Examiner's Initials

EFFECTIVE DATE  
6-5-95

ARTICLES OF INCORPORATION  
MIMS TECHNOLOGY, INC.

FILED  
95 JUN -7 PM 12:42  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is MIMS TECHNOLOGY, INC., and its address is P. O. Box 60129, Palm Bay, FL 32906-0129.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing upon the date of subscription and acknowledgment hereof as provided by Florida Statute 607.0203.

ARTICLE III - PURPOSE

The nature of the business or purposes to be conducted or promoted are: To manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue two and one-half million (2,500,000) shares of \$0.01 par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1825 South Riverview Drive, Melbourne, FL 32901, and the name of the initial registered agent of this corporation at that address is Bruce A. Mitchell, Esq.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Scott Bauer	1900 S. Harbor City Blvd., #115 Melbourne, FL 32901

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Scott Bauer, 1900 S. Harbor City Blvd. Melbourne, FL 32901.

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

#### ARTICLE XI - COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

#### ARTICLE XII - INDEMNIFICATION

The corporation shall, to the fullest extent permitted by Florida Statute Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

#### ARTICLE XIII AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV - I.R.C. SECTION 1244 STOCK

It is the intent of the Incorporator to qualify the shares issued hereunder as "Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986.

ARTICLE XV - SUBCHAPTER "S" ELECTION

It is the intent of the Incorporator to file the appropriate Subchapter "S" Internal Revenue Code Election (IRS Form 2553) at the Organization Meeting hereof.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5<sup>th</sup> day of June, 1995.

  
Scott Bauer

FILED  
95 JUN -7 PM 12:42  
CLERK OF COURT  
JUDICIAL CIRCUIT IN AND FOR  
FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that MIMS TECHNOLOGY, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Melbourne, County of Brevard, State of Florida, has named Bruce A. Mitchell, Esq., located at 1825 S. Riverview Drive, Melbourne, FL, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

B a m m  
Bruce A. Mitchell, Esq.

P95000043803

ARTICLES OF MERGER  
Merger Sheet

.....  
MERGING:

MIMS TECHNOLOGY DEVELOPMENT CORPORATION, an Indiana corporation  
not qualified in Florida

INTO

**MIMS TECHNOLOGY, INC.**, a Florida corporation, P95000043803

File date: June 19, 1995

Corporate Specialist: Velma Shepard

P95000043803

REINMAN, HARRELL, GRAHAM, MITCHELL & WATTWOOD  
A PROFESSIONAL ASSOCIATION

JAMES I. REINMAN  
WILLIAM H. HARRELL  
ANDREW A. GRAHAM  
DAVID R. MITCHELL  
ROBERT W. WATTWOOD  
ROBERT M. WATKINS  
PAUL R. OGDENMAN, III  
MAURICE NORMAN MATHESON  
JEFFREY F. MAH  
THOMAS F. BEAR  
EDWARD H. VANDER  
KATHLYN HANNA

1000 SOUTH RIVERVIEW DRIVE  
MELBOURNE FLORIDA 32901  
(407) 734-6600  
FAX (407) 734-0700

170 EAST NORRIS ISLAND CAUSEWAY  
NORRIS ISLAND, FLORIDA 32901  
(407) 461-6000  
FAX (407) 461-1000

CHRISTIAN W. LUTTER  
FRANK M. HARRIS  
BENNETT E. HARRIS  
KARLA E. LINDY  
CRAIG H. PAIZ  
KIRBY M. PARNIA  
VICTOR S. ROBERTS  
ROBIN M. L. LORRELL  
CHRISTOPHER P. DUNHAM

PLEASE REFER TO MEMORANDUM

TOP COURTESY  
ROBERT HARRELL, D.O.

June 12, 1995

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32314

000001516470  
-06/19/95--01000--012  
\*\*\*\*122.50 \*\*\*\*122.50

RE: MIMS TECHNOLOGY, INC.

Dear Sir:

Enclosed herewith please find Articles of Merger and Plan of Merger merging Mims Technology Development Corporation, an Indiana corporation, and Mims Technology, Inc., a Florida Corporation, the surviving corporation.

Also enclosed is a check in the amount of \$122.50:

Filing Fee	\$ 70.00
(\$35.00 per company)	
Certified Copy	52.50
	\$122.50

Please return the acknowledgement of filing of the Amendment to this office.

Thank you for your prompt attention to this matter and if you have any questions, please contact the undersigned.

Sincerely,

*Shirley B. Saathoff*  
Shirley B. Saathoff, C.L.A.

sbs  
Encl.

cc: Mr. Steve Bauer

*Merger*  
*6/*  
*EB*

FILED  
JUN 19 1995  
TALLAHASSEE, FL



**ARTICLES OF MERGER  
OF  
MIMS TECHNOLOGY DEVELOPMENT CORPORATION  
INTO  
MIMS TECHNOLOGY, INC.**

**FILED**  
95 JUN 19 AM 8:47  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Statutes, the undersigned corporations, MIMS TECHNOLOGY, INC., a Florida corporation (hereinafter referred to as "MTI") and MIMS TECHNOLOGY DEVELOPMENT CORPORATION, an Indiana corporation (hereinafter referred to as "MTDC"), adopt the following Articles of Merger for the purposes of merging MTDC into MTI:

**Plan of Merger.** The Plan of Merger setting forth the terms and conditions of the merger of MTDC into MTI is attached to these articles as an exhibit and incorporated herein by this reference.

**Adoption to Plan.** There are 30,000 shares of 50,000 stock, of no par value of MTDC issued and outstanding that were entitled to vote on the Plan of Merger. 30,000 shares were voted in favor of the Plan of Merger and 0 shares were voted against the Plan of Merger, at a special meeting of the shareholders of MTDC held on June 6, 1995.

There are 30,000 shares of 2,500,000 stock, of .01 par value of MTI issued and outstanding that were entitled to vote on the Plan of Merger. 30,000 shares were voted in favor of the Plan of Merger and 0 shares were voted against the Plan of Merger, at a special meeting of the shareholders of MTI held on June 6, 1995.

**Effective Date.** The Plan of Merger shall be effective on the filing of these Articles with the Department of State.


Foreign Law. The laws of the State of Indiana, the jurisdiction of organization of MTDC, permit the merger contemplated by the Plan of Merger and the laws of Indiana have been or, on the fulfillment of all filing and recording requirements set forth by the applicable laws of the State of Indiana, will have been complied with.

IN WITNESS WHEREOF, each of the undersigned corporations have caused these Articles to be signed as of June 6, 1995.

MIMS TECHNOLOGY, INC.

By:  , President

MIMS TECHNOLOGY DEVELOPMENT CORPORATION

By:  , President

## **PLAN OF MERGER**

PLAN OF MERGER dated June 6, 1995, between MIMS TECHNOLOGY, INC., a Florida corporation, hereinafter called the Surviving Corporation, and MIMS TECHNOLOGY DEVELOPMENT CORPORATION, an Indiana corporation, hereinafter called the Absorbed Corporation.

WHEREAS, MIMS TECHNOLOGY, INC. is a corporation organized and existing under the laws of the State of Florida, with its principal office at P.O. Box 60129, Palm Bay, Florida; and

WHEREAS, MIMS TECHNOLOGY, INC. has a capitalization of two and one-half million shares of \$0.01 par value Common Stock; and

WHEREAS, MIMS TECHNOLOGY DEVELOPMENT CORPORATION is a corporation organized and existing under the laws of the State of Indiana with its principal office at 1291 Cumberland Avenue, West Lafayette, Indiana; and

WHEREAS, MIMS TECHNOLOGY DEVELOPMENT CORPORATION has a capitalization of 50,000 authorized share of no par value common stock of which 30,000 shares are issued and outstanding; and

WHEREAS, the Boards of Directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that MIMS TECHNOLOGY DEVELOPMENT CORPORATION be merged into MIMS TECHNOLOGY, INC. pursuant to the provisions of Sections 607.0101 et. seq. of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions hereafter set forth, the constituent corporations agree as follows:

1. Merger. MIMS TECHNOLOGY DEVELOPMENT CORPORATION, an Indiana corporation, shall merge with and into MIMS TECHNOLOGY, INC., a Florida corporation, which shall be the Surviving Corporation.

2. Terms and Conditions. On the effective date of the merger, the separate existence of the Absorbed Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Absorbed Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

3. Conversion of Shares. The manner and basis of converting the shares of the Absorbed Corporation into shares of the Surviving Corporation is as follows:

(a) Each share of the no Par Value common stock of MIMS DEVELOPMENT TECHNOLOGY CORPORATION, an Indiana Corporation, issued and outstanding on the effective date of the merger shall be converted into Fifty (50) shares of the \$0.01 cents Par Value common stock of MIMS TECHNOLOGY, INC., a Florida corporation, which

shares of common stock of the Surviving Corporation shall thereupon be issued and outstanding. However, in no event shall fractional shares of the Surviving Corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the Absorbed Corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the Absorbed Corporation shall surrender them to the Surviving Corporation or its duly appointed agent, in such manner as the Surviving Corporation shall legally require. On receipt of such share certificates, the Surviving Corporation shall issue and exchange therefor certificates for shares of common stock in the Surviving Corporation, representing the number of shares of such stock to which such holder is entitled as provided above. The Surviving Corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of such fractional share interests, and the agent shall sell such whole shares and pay over the proceeds to the stockholders entitled thereto in proportion to their fractional share interests.

(c) Holders of certificates of common stock of the Absorbed Corporation shall not be entitled to dividends payable on

shares of stock in the Surviving Corporation until certificates have been issued to such shareholders. Thereafter, each such shareholder shall be entitled to receive any dividends on shares of stock of the Surviving Corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such shareholders of the certificate for his or her shares in the Surviving Corporation.

4. Changes in Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation shall continue to be its Articles of Incorporation following the effective date of the merger.

5. Changes in Bylaws. The Bylaws of the Surviving Corporation shall continue to be its Bylaws following the effective date of the merger.

6. Directors and Officers. The directors and officers of the Surviving Corporation on the effective date of the merger shall continue as the directors and officers of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified [or as of the effective date of the merger shall be as follows:]

7. Prohibited Transactions. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the constituent corporation may

take all action necessary or appropriate under the laws of the State of Florida and consummate this merger.

8. Approval by Directors. This Plan of Merger was submitted for the approval of the Directors of the constituent corporations in the manner provided by the laws of the State of Florida at meetings held on June 6, 1995, and this Plan was approved unanimously by the Directors.

9. Effective Date of Merger. The effective date of this merger shall be the date when Articles of Merger are filed by the Florida Department of State or as otherwise determined by the States of incorporation of the constituent corporations.

10. Principal Office of Surviving Corporation. The principal office of the Surviving Corporation shall be 1900 S. Harbor City Blvd., Suite 115, Melbourne, FL 32901.

11. Consent to Service. The Surviving Corporation hereby consents to be sued and served with process in the State of Florida, to enforce any obligation of MIMS TECHNOLOGY DEVELOPMENT CORPORATION or to enforce the rights of a dissenting shareholder of MIMS TECHNOLOGY DEVELOPMENT CORPORATION.

12. Entire Agreement. This Agreement and the Exhibits to this Agreement contain the entire agreement between the parties with respect to the contemplated transaction.

13. Counterparts. This Agreement may be executed in any number of counterparts, all of which taken together shall be deemed one original.

14. Governing Law/Venue. The validity, interpretation, and performance of this Agreement shall be governed by, construed, and enforced in accordance with the laws of the State of Florida. Venue shall be in Brevard County.

EXECUTED on behalf of the parties by their offices, sealed with their corporate seals, and attested by their respective Secretaries pursuant to the authorization of their respective Boards of Directors on the date first above written.


MIMS TECHNOLOGY, INC.

ATTEST:

  
\_\_\_\_\_, Secretary

(SEAL)

BY:

  
\_\_\_\_\_, President


MIMS TECHNOLOGY DEVELOPMENT  
CORPORATION

ATTEST:

  
\_\_\_\_\_, Secretary

(SEAL)


BY:

  
\_\_\_\_\_, President



STATE OF FLORIDA  
COUNTY OF BREVARD

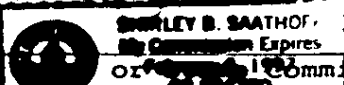
ON THIS 2<sup>nd</sup> day of June, 1995, before me personally appeared Scott Bauer, the President and Secretary respectively of MIMS TECHNOLOGY, INC., a Florida corporation, described in and who executed the foregoing instrument, and duly acknowledged to me that they executed the same as President and Secretary as aforesaid.

Shirley B. Saathoff  
(Signature of Notary Public)  
  
(Print, Type or Stamp Commissioned Name of Notary Public)

Personally Known X OR Produced Identification \_\_\_\_\_  
Type of Identification: Florida Driver's License \_\_\_\_\_  
Other I.D. \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF BREVARD

ON THIS 6th day of June, 1995, before me personally appeared Scott Bauer and \_\_\_\_\_, the President and Secretary respectively of MIMS TECHNOLOGY DEVELOPMENT CORPORATION, a Florida corporation, described in and who executed the foregoing instrument, and duly acknowledged to me that they executed the same as President and Secretary as aforesaid.

Shirley B. Saathoff  
(Signature of Notary Public)  
  
(Print, Type or Stamp Commissioned Name of Notary Public)

Personally Known X OR Produced Identification \_\_\_\_\_  
Type of Identification: State of \_\_\_\_\_ Driver's License \_\_\_\_\_  
Other I.D. \_\_\_\_\_

n:\shirleys\agr\mergepln.mim  
06/05/95 jss