

P95000046348

CAPTICOM, INC.

Post Office Box 787  
Wapole, NH 03608  
Phone/Fax: (603) 756 - 9933  
email: [br@powerseed.com](mailto:br@powerseed.com)

Monday, September 17, 2001

Division Of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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-09/21/01--01004--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

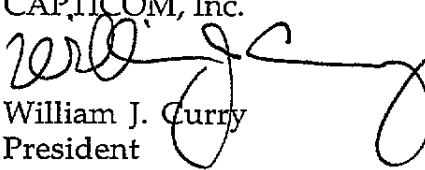
To Whom It May Concern:

Enclosed are Articles and Plan of Merger documents effecting the merger of Capticom, Inc., a Florida Corp., into Capticom, Inc., a surviving New Hampshire Corp.

Check #2004 for the filing fee of \$70 is also enclosed.

Sincerely yours,

CAPTICOM, Inc.

  
William J. Curry  
President

FILED  
01 SEP 20 PM 2:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P95000046348  
SPX  
9-20-01  
Merger  
aw

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CAPTICOM, INC., a Florida corporation, document P95000046348

INTO

**CAPTICOM, INC.**, a New Hampshire entity not qualified in Florida.

File date: September 20, 2001, effective September 30, 2001

Corporate Specialist: Carol Mustain

**ARTICLES OF MERGER**  
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u> CAPTICOM, INC.	<u>Jurisdiction</u> NEW HAMPSHIRE
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**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u> CAPTICOM, INC.	<u>Jurisdiction</u> FLORIDA
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**Third:** The Plan of Merger is attached. ✓

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

**OR** 9/30/01 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on

8/16/01 and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on

8/16/01 and shareholder approval was not required.

(Attach additional sheets if necessary)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

CAPTICOM, INC.  
(A NH CORP.)

William J Curry

WILLIAM J CURRY, PRES.

CAPTICOM, INC.  
(A FL CORP.)

William J Curry

WILLIAM J. CURRY, PRES.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PLAN OF MERGER  
OF  
CAPTICOM, INC.  
(A MERGING FLORIDA CORP.)  
INTO  
CAPTICOM, INC.  
(A SURVIVING NEW HAMPSHIRE CORP.)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following plan of merger is submitted in compliance with Section 607.1101, Florida Statutes and in accordance with the New Hampshire Business Corporation Act.

1. The name of the surviving corporation is Capticom, Inc., a New Hampshire corporation. The Articles of Incorporation of Capticom, Inc. (New Hampshire) as in effect on the effective date of the merger shall continue in full force and effect as the Articles of Incorporation of Capticom, Inc. (New Hampshire) and shall not be changed or amended by this merger.
2. The name of the merging corporation is Capticom, Inc., a Florida corporation.
3. The purpose of this merger is to keep the same corporation in effect and merely change the state of incorporation from Florida to New Hampshire.
4. On the effective date of the merger stockholders of record of the merging corporation, Capticom, Inc. (Florida) shall receive one share of stock in the surviving corporation, Capticom, Inc. (New Hampshire), without dilution, for each share of common stock of Capticom, Inc. (Florida) that they hold on said effective date of merger. Common stock outstanding at the date of this merger shall not be converted or exchanged but shall remain outstanding as shares of common stock of the surviving corporation.
5. On the effective date of the merger the separate existence of Capticom, Inc. (Florida) shall cease, and all of the assets, including tangible and intangible property, all liabilities, and all rights, and privileges of whatsoever nature and description of the merging corporation, Capticom, Inc. (Florida), will be wholly and fully transferred to, vest in and devolve upon the surviving corporation, Capticom, Inc. (New Hampshire).
6. The effective date of the merger shall by September 30, 2001.

Capticom, Inc. (New Hampshire)

By Will J. Curry  
Its duly authorized President

Capticom, Inc. (Florida)

By Will J. Curry  
Its duly authorized President