

P95000067934

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MERGER OR SHARE EXCHANGE

COPYCO, INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 2, 2003

COPYCO, INC.
1011 SW 30TH AVENUE
DEERFIELD BEACH, FL 33442US

SUBJECT: COPYCO, INC.
REF: P95000067934

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

PLEASE CORRECT THE STATE OF INCORPORATION IN THE FIRST PARAGRAPH OF THE PLAN AND AGREEMENT OF MERGER. THE THIRD LINE OF THE PARAGRAPH STATES DELAWARE CORPORATION AND SHOULD STATE FLORIDA CORPORATION.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Darlene Connell
Document Specialist

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**ARTICLES OF MERGER OF
TOPAC ACQUISITION CORPORATION
AND COPYCO, INC.**

Pursuant to the provisions of § 607.1105, FLORIDA STATUTES, the following Articles of Merger are adopted:

1. TOPAC Acquisition Corporation, a Florida corporation ("TAC"), shall be merged with and into Copyco, Inc., a Florida corporation ("Copyco"), which shall be the surviving corporation (the "Merger").

2. The Plan and Agreement of Merger dated September 30, 2003, pursuant to which TAC shall be merged with and into Copyco, was adopted by the sole Shareholder of TAC by unanimous written consent adopted on September 30, 2003, and by the sole Shareholder of Copyco by unanimous written consent adopted September 30, 2003. The Plan and Agreement of Merger is attached as Exhibit A hereto and incorporated herein by reference as if fully set forth.

3. Under the Plan and Agreement of Merger, all issued and outstanding shares of capital stock of TAC will be converted into shares of capital stock of Copyco.

4. The Merger shall become effective as of 12:01 a.m. on October 1, 2003.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of TAC and Copyco on September 30, 2003.

**TOPAC ACQUISITION CORPORATION,
A FLORIDA CORPORATION:**

By: _____

Rick Taylor
Chief Executive Officer

**COPYCO, INC.,
A FLORIDA CORPORATION**

By: _____

Rick Taylor
Chief Executive Officer

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Exhibit "A"

PLAN AND AGREEMENT OF MERGER

By this PLAN AND AGREEMENT OF MERGER between TOPAC Acquisition Corporation, a Florida corporation (hereinafter called "TAC") and Copyco, Inc., a Florida corporation (hereinafter called "Copyco" or the "Surviving Corporation"), pursuant to which TAC will merge into Copyco.

WITNESSETH:

WHEREAS, TAC is a Florida corporation, organized and existing under and by virtue of the law of the State of Florida, and carries on and conducts its business principally in the City of Miramar, County of Broward, State of Florida;

WHEREAS, the authorized capital stock of TAC is 1,000 no par shares, of which 1,000 are issued and outstanding;

WHEREAS, Copyco is a Florida corporation organized and existing under and by virtue of the laws of the State of Florida and carries on and conducts its business principally in the City of Deerfield Beach, County of Broward, State of Florida;

WHEREAS, the authorized capital stock of Copyco is 100 no par shares, of which 100 shares are issued and outstanding;

WHEREAS, both Copyco and TAC are wholly owned subsidiaries of TOPAC U.S.A., Inc., a Delaware corporation, ("TOPAC"); and

WHEREAS, TAC and Copyco have some common officers and Directors, the business of TAC and the proposed business of Copyco are very similar and would complement each other, and the Board of Directors of TAC and the Board of Directors of Copyco have by unanimous consent approved this Plan and Agreement of Merger and each deem it advisable and to the advantage and for the benefit of both TAC and Copyco and their respective shareholder, TOPAC, for TAC to merge with and into Copyco, the Surviving Corporation, in accordance with the terms and conditions set forth in this Plan and Agreement of Merger.

NOW, THEREFORE, in consideration of the premises, it is the plan that upon compliance with applicable Florida law, TAC shall be merged with and into Copyco, the Surviving corporation, effective October 1, 2003 (the "Effective Date"), or as soon thereafter as may be practicable, pursuant to and in accordance with said laws of the State of Florida, which laws permit the merger herein contemplated, and that the terms and conditions of this merger, as well as the manner of converting the shares of TAC into shares of Copyco, the Surviving Corporation, and such other details and provisions as are deemed necessary, are as follows:

ARTICLE I

As of the Effective Date, TAC shall be merged with and into Copyco, and TAC and Copyco shall be a single corporation, which shall be Copyco, the Surviving Corporation, and the separate existence of TAC shall cease. The Surviving Corporation shall have all the rights, privileges, immunities and franchises, public or private of TAC, and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action. All interests of or belonging to or due to TAC and the Surviving Corporation shall be deemed to be transferred to and vested in the Surviving Corporation without further act or deed. The title to any real estate, or any interest therein, vested in TAC or the Surviving Corporation shall not revert or be in any way impaired because of the merger. The Surviving Corporation shall thenceforth be responsible and liable for all liabilities and obligations of TAC. A claim existing or action or proceeding pending by or against TAC may be prosecuted as if the merger had not taken place, or the Surviving Corporation may be substituted in its place. The rights of creditors and any lien upon the property of TAC shall not be impaired by the merger.

ARTICLE II

Article 4 of the Articles of Incorporation of Copyco is amended to read as follows:

"4. The total number of shares of stock which the corporation shall have authority to issue is 1,100 shares; all shares shall be without par value."

ARTICLE III

The officers and directors of Copyco as of the Effective Date shall be the officers and directors of the Surviving Corporation. The bylaws of Copyco adopted and in effect on the Effective Date shall be the bylaws of the Surviving Corporation and shall continue in full force and effect until changed or amended as therein provided.

ARTICLE IV

All books and other records of TAC and Copyco shall, to the extent deemed necessary by the Board of Directors of the Surviving Corporation, for the correct and convenient transaction of the Surviving Corporation's business, be continued and used as the books and/or records of the Surviving Corporation, but appropriate entries shall be made therein to reflect the results of this merger.

ARTICLE V

The mode of carrying the merger into effect and the manner of converting shares of TAC into shares of Copyco, the Surviving Corporation, shall be as follows:

Upon the Effective Date of the merger, each share of the issued and outstanding common stock, no par value of TAC, shall by virtue of the merger and without any further action on the part of the holder thereof, be converted into one share of the capital stock, no par value, of Copyco. The sole shareholder of TAC, upon surrender of certificates for stock of TAC, shall receive in exchange therefore a new certificate evidencing its ownership of capital stock of Copyco in a like amount.

ARTICLE VI

The Board of Directors of the Surviving Corporation shall, and it hereby is authorized, empowered and directed to do any and all acts and things and to make, execute, deliver and file any and all instruments, papers or documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger.

ARTICLE VII

If, at any time, the Surviving Corporation shall deem or be advised that any other or further assignments, deeds, assurances, declarations, instruments, papers, documents or things are necessary, proper or convenient, to vest in it any property, rights, powers, privileges, benefits, appointments, designations, nominations and/or interests of the parties hereto or any of them, the parties hereto and each of them and their respective proper officers and directors shall make, execute and deliver any and all such assignments, deeds, assurances, declarations, instruments, papers, and/or documents and shall do any and all acts and things which may be or become necessary, proper or convenient to vest in the Surviving Corporation, all such rights, properties, powers, privileges, benefits, appointments, designations, nominations or interests, and/or otherwise, to carry out and put into effect the Plan and Agreement of Merger.

ARTICLE VIII

This Plan and Agreement of Merger is subject to approval of the sole Stockholder of Copyco and TAC in accordance with the applicable provisions of Florida law. However, anything contained herein to the contrary notwithstanding, this Plan and Agreement of Merger may be abandoned at any time prior to the Effective Date hereof by action of the Board of Directors of Copyco notwithstanding approval of the Plan and Agreement of Merger by the sole Stockholder of TAC and Copyco. In the event of such termination and abandonment, this Plan and Agreement of Merger shall become void and have no effect, without any liability on the part of either corporation or the stockholder or directors or officers thereof. The Boards of Directors of TAC and Copyco may make such amendments or changes to this Plan and Agreement of Merger as they shall mutually agree, provided that any such amendment or change shall not materially adversely affect TOPAC.

ARTICLE IX

This merger shall become effective if not previously abandoned as aforesaid, upon the date on which this Plan and Agreement of Merger shall have been duly filed with the Florida Department of State, or upon such other date as the Board of Directors of Copyco shall determine in accordance with applicable law.

IN WITNESS WHEREOF, this Plan and Agreement of Merger has been approved by the Board of Directors of TAC and by the Board of Directors of Copyco this September 30, 2003, and executed by the authorized officer of each corporation, thereunto duly authorized.

TOPAC ACQUISITION CORPORATION,
A FLORIDA CORPORATION:

By: _____

Rick Taylor
Chief Executive Officer

COPYCO, INC.,
A FLORIDA CORPORATION:

By: _____

Rick Taylor
Chief Executive Officer