

P95000074544

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H01000035894 4)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850)205-0380

From:
Account Name : CORPORATE & CRIMINAL RESEARCH SERVICES
Account Number : 110450000714
Phone : (850)222-1173
Fax Number : (850)224-1640

FILED
01 APR 10 AM 11:19
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

RECEIVED

01 APR 10 AM 7:50

DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

EMERGIN, INC.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$78.75

Handwritten signature and initials
4/9/01

ARTICLES OF MERGER
Merger Sheet

MERGING:

EMERGIN, INC., a Florida corporation, document number P95000074544

INTO

EMERGIN, INC.. a Nevada entity not qualified in Florida

File date: April 10, 2001

Corporate Specialist: Karen Gibson

H01000035894

**ARTICLES OF MERGER OF
EMERGIN, INC., A FLORIDA CORPORATION,
WITH AND INTO EMERGIN, INC.,
A NEVADA CORPORATION**

The undersigned adopt the following Articles of Merger for the purpose of merging (the "Merger") Emergin, Inc., a Florida corporation, with and into Emergin, Inc., a Nevada corporation. This Merger is being made pursuant to Section 607.1104 of the Florida Business Corporation Act and Section 92A.190 of the Nevada Revised Statutes.

1. The name and jurisdiction of organization of each constituent entity is as follows:

Name and Address:

Jurisdiction:

Emergin, Inc. (the "Merging Corporation")
1515 North Federal Highway
Boca Raton, Florida 33432

Florida

Emergin, Inc. (the "Surviving Corporation")
1515 North Federal Highway
Boca Raton, Florida 33432

Nevada

FILED
01 APR 10 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2. A Plan of Merger was adopted by the Merging Corporation on April 4, 2001, and the Surviving Corporation on April 4, 2001.

3. The Plan of Merger was adopted by the unanimous written consent of (a) all of the Directors of both the Merging Corporation and the Surviving Corporation and (b) the sole shareholder of the Surviving Corporation, and therefore, the number of shares cast in favor of the merger was sufficient for its approval. No approval of the shareholders (i.e., owners) of the Merging Corporation was required.

4. No amendment to the Articles of Incorporation of the Surviving Corporation shall result from this Merger.

5. The Plan of Merger is attached to and made a part of these Articles of Merger as Exhibit "A."

6. The name of the Surviving Corporation after the Merger shall be **EMERGIN, INC.**, a Nevada corporation.

7. The sole shareholder of the Surviving Corporation has waived all mailing requirements under Section 607.1104 of the Florida Business Corporation Act.

8. The effective date of the merger shall be upon the filing of these Articles of Merger with the Secretaries of State of Florida and Nevada.

H01000035894

H01000035894

Date: April 5, 2001

MERGING CORPORATION

EMERGIN, INC., a Florida corporation

By: Michael A. McNeal
Printed Name: Michael A. McNeal
Its: President & CEO

SURVIVING CORPORATION

EMERGIN, INC., a Nevada corporation

By: Michael A. McNeal
Printed Name: Michael McNeal
Its: President

By: Brian Fowler
Printed Name: Brian Fowler
Its: Secretary

State of Florida
County of Palm Beach

The foregoing instrument was acknowledged before me this 5 day of April, 2001, by Michael McNeal, as President of Emergin, Inc., a Nevada corporation. Mr. McNeal is personally known to me or has produced the following identification _____

(Notary stamp)



Kathleen Heiser
Signature of Notary Public

H01000035894

H01000035894

EXHIBIT "A"**PLAN OF MERGER**

THIS PLAN OF MERGER (the "Plan") is made and entered into this 5 day of April, 2001, by and between EMERGIN, INC., a Florida corporation having an address of 1515 North Federal Highway, Boca Raton, Florida 33432 (the "Merging Corporation"), and EMERGIN, INC., a Nevada corporation having an address of 1515 North Federal Highway, Boca Raton, Florida 33432 (the "Surviving Corporation"). The Merging Corporation and the Surviving Corporation are hereinafter sometimes together referred to as the "Constituent Corporations".

Recitals:

WHEREAS, the Directors of each Constituent Corporation have determined that it would be in the best interest of such corporations for the Merging Corporation to merge with and into the Surviving Corporation in accordance with the Florida Business Corporation Act and the Nevada Revised Statutes:

NOW THEREFORE, in consideration of the premises and the mutual covenants, agreements, provisions and grants herein contained, the Constituent Corporations hereby agree and prescribe the terms and conditions of this Plan of Merger and the mode of carrying the same into effect, as follows:

1. **Merger.** On the terms and conditions set forth herein, on the Effective Date (as defined in Section 2 below), the Merging Corporation shall be merged (the "Merger") with and into the Surviving Corporation. The name of the Surviving Corporation after the Merger shall be EMERGIN, INC., a Nevada corporation.

2. **Effective Date.** The Merger shall become effective upon the filing of the Articles of Merger with the Florida and Nevada Secretaries of State (the "Effective Date").

3. **Effect of Merger.** Upon the Effective Date,

(a) The Merging Corporation and the Surviving Corporation shall become a single corporation and the separate corporate existence of the Merging Corporation shall cease.

(b) The Surviving Corporation shall succeed to and possess all the rights, privileges, powers and immunities of the Merging Corporation which, together with all of the assets, properties, business, patents, trademarks and goodwill of the Merging Corporation, of every type and description wherever located, shall vest in the Surviving Corporation without further act or deed.

(c) All rights of creditors and all liens upon any property of the Constituent Corporations shall remain unimpaired.

H01000035894

H01000035894

4. Articles of Incorporation, Bylaws, Officers and Directors of Surviving Corporation. Upon the Effective Date,

(a) The Articles of Incorporation of the Surviving Corporation shall be identical in all respects to the Articles of Incorporation of the Merging Corporation. Moreover, the Articles of Incorporation of the Surviving Corporation shall remain and continue as the Articles of Incorporation of the Surviving Corporation until amended in the manner provided by law.

(b) The Bylaws of the Surviving Corporation shall remain and continue as the Bylaws of the Surviving Corporation until amended in the manner provided by law.

(c) The officers and directors of the Surviving Corporation shall remain and continue as the officers and directors of the Surviving Corporation until their successors shall have been duly elected and qualified.

5. Manner and Basis of Converting Shares. Upon the Effective Date, all of the then-issued and outstanding shares of capital stock of the Merging Corporation shall be automatically canceled, without any action on the part of the holder thereof, in exchange for the right to receive one share of capital stock of the Surviving Corporation for each outstanding share of capital stock of the Merging Corporation then-issued and outstanding. All shares of capital stock to be issued by the Surviving Corporation hereunder shall consist of the same class or series of capital stock (with identical rights and preferences) held by such holder thereof in the Merging Corporation immediately prior to this Merger. Upon the Effective Date, all of the then-issued and outstanding options to purchase shares of capital stock of the Merging Corporation shall be assumed by the Surviving Corporation on the terms, and subject to the conditions, existing immediately prior to this Merger.

6. Governing Law. This Plan of Merger shall be governed and construed in accordance with the laws of the States of Florida and Nevada.

7. Articles of Merger. Promptly upon adopting this Plan, the parties shall execute the Articles of Merger and file the same with Florida and Nevada Departments of State.

8. Counterparts. This Plan of Merger may be executed in counterparts, each of which when so executed shall constitute an original copy hereof, but which together shall be considered one and the same document.

[Signature page to follow]

H01000035894

H01000035894

IN WITNESS WHEREOF, the parties have executed this Plan of Merger, this 5 day
of April, 2001.

MERGING CORPORATION

EMERGIN, INC., a Florida corporation

By: Michael A. McNeel
Printed Name: Michael A. McNeel
Title: President & CEO

SURVIVING CORPORATION

EMERGIN, INC., a Nevada corporation

By: Michael A. McNeel
Printed Name: Michael A. McNeel
Title: President & CEO

H01000035894