

# P95000087283

Florida Department of State  
Division of Corporations  
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Katherine Harris, Secretary of State

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## MERGER OR SHARE EXCHANGE

### DECADE SYSTEMS CORPORATION

Certificate of Status	0
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ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

DECADESYSTEMS ACQUISITIONS, INC., a Florida corporation, document  
number P01000033301

INTO

**DECADE SYSTEMS CORPORATION**, a Florida entity, P95000087283.

File date: June 13, 2001

Corporate Specialist: Karen Gibson



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

June 13, 2001

DECADE SYSTEMS CORPORATION  
6000 A SAWGRASS VILLAGE CIRCLE  
SUITE 12  
PONTE VEDRA BEACH, FL 32082

SUBJECT: DECADE SYSTEMS CORPORATION  
REF: P95000087283

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 accept our apology for failing to mention this in our previous letter.

ON PAGE 2, PARAGRAPH 3.4, IT IS STATED THAT THE OFFICERS AND DIRECTORS OF THE PARENT SHALL BECOME THE OFFICERS AND DIRECTORS OF THE SURVIVOR. WHEN SO STATED, AN EXHIBIT LISTING THESE OFFICERS AND DIRECTORS BY TITLE, NAME AND ADDRESS, NEEDS TO BE ATTACHED.

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

If you have any questions concerning the filing of your document, please call (850) 487-6050.

Karen Gibson  
Corporate Specialist

FAX Aud. #: H01000072998  
Letter Number: 701A00036157

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

To be attached with  
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FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

To be attached with  
# 010000729987

June 12, 2001

DECADE SYSTEMS CORPORATION  
6000 A SAWGRASS VILLAGE CIRCLE  
SUITE 12  
PONTE VEDRA BEACH, FL 32082

SUBJECT: DECADE SYSTEMS CORPORATION  
REF: P95000087283

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.

Exhibit "A" must be attached to the Articles of Merger as mentioned in Article II. Also, page 3 of the document is missing.

The name, capacity and signature of each person signing the document is illegible.

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

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H01000072998  
Letter Number: 101A00035996

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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AN AGREEMENT AND PLAN OF MERGER,  
ARTICLES AND CERTIFICATE OF MERGER OF  
DECADESYSTEMS ACQUISITIONS, INC.  
A FLORIDA CORPORATION, WITH  
AND INTO DECADE SYSTEMS CORPORATION,  
A FLORIDA CORPORATION

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01 JUN 13 PM 3:57  
SECRETARY OF STATE  
TALLAHASSEE, FL

DecadeSystems Acquisitions, Inc., a Florida corporation, and Decade Systems Corporation, a Florida corporation (collectively, the "Constituent Entities"), submit the following Articles and Certificate of Merger in accordance with Section 607.1104 of the Florida Business Corporation Act for the purpose of merging DecadeSystems Acquisitions, Inc., with and into Decade Systems Corporation.

ARTICLE I

CONSTITUENT ENTITIES

The name and state of organization of each of the Constituent Entities are as follows:

(a) DecadeSystems Acquisitions, Inc., a Florida corporation, is the parent corporation of the Subsidiary identified below (hereinafter referred to as "Parent"); and

(b) Decade Systems Corporation, a Florida corporation (hereinafter referred to as "Subsidiary" or "Surviving Entity"), is owned by the Parent. Parent owns all of the issued and outstanding stock of the Subsidiary consisting of 1030 shares of common stock.

The name of the surviving or resulting entity following the transactions contemplated by these Articles and Certificate of Merger is Decade Systems Corporation.

ARTICLE II

AUTHORIZATION AND APPROVAL OF AGREEMENT AND PLAN OF MERGER

The Agreement and Plan of Merger was duly adopted, executed, and approved by each of the Constituent Entities in accordance with the Florida Business Corporation Act on June 1, 2001. A

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copy of the resolution adopted by the Parent and the shareholders of the Parent is attached hereto as Exhibit "A."

### ARTICLE III

#### AGREEMENT AND PLAN OF MERGER

3.1 At and as of the Effective Date (as defined below), DecadeSystems Acquisitions, Inc., shall merge with and into Decade Systems Corporation.

3.2 The Certificate of Incorporation of the Surviving Entity, on the Effective Date of the merger, shall continue in full force and effect and remain as the Certificate of Incorporation of the Surviving Entity following the merger. There is no material difference between the Articles of the Parent and the Articles of the Surviving Entity.

3.3 The Bylaws of the Surviving Entity, on the Effective Date of the merger, shall continue in full force and effect and remain as the Bylaws of the Surviving Entity following the merger.

3.4 The persons serving as members of the Board of Directors and officers of the Parent shall become the directors of the Surviving Entity shall continue as the members of the Board of Directors and the officers of the Surviving Entity following the merger, all of whom shall hold their respective positions until the election and qualification of their successors or until their earlier removal, resignation or death.

3.5 Immediately prior to the Effective Date, there were no outstanding rights to acquire any stock or other securities of Subsidiary.

3.6 At and as of the Effective Date, the separate existence of Parent shall cease, and all of the properties, assets, rights, privileges, contracts and franchises of said Parent, whether public or private

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and of whatsoever nature and description, shall be transferred to, vest in and devolve upon the Surviving Entity without further act or deed.

3.7 At and as of the Effective Date, the Surviving Entity shall assume and shall be responsible for all of the liabilities and obligations of the Parent.

3.8 Approval of all of the Shareholders of the Parent has been obtained (although it is not required as the Articles of Incorporation of the Surviving Entity will not differ, except for name and those items enumerated in Section 607.1002, Florida Statutes, from the Articles of the Parent).

3.9 The shares held by the Shareholders of Parent shall be converted on a one-to-one basis into an equal number of shares of the Surviving Entity so that following the merger, the former Shareholders of the Parent will be the sole Shareholders of the Surviving Entity in the same proportion and with the same number of shares as they held prior to the merger.

3.10 The merger of Subsidiary with and into the Surviving Entity shall be effective when the Articles of Merger are filed with the Florida Secretary of State (the "Effective Date").

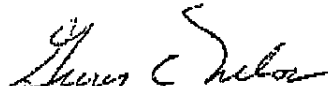
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IN WITNESS WHEREOF, the undersigned, constituting the duly authorized representatives of DecadeSystems Acquisitions, Inc. and Decade Systems Corporation, respectively, have executed these Articles and Certificate of Merger pursuant to the authority duly vested in them by the Board of Directors and Shareholders of each entity.

DECADESYSTEMS ACQUISITIONS, INC.,  
a Florida corporation

By:   
Print: GORDON C. NELSON  
Its: CHIEF FINANCIAL OFFICER

DECADE SYSTEMS CORPORATION,  
a Florida corporation

By:   
Print: GORDON C. NELSON  
Its: CHIEF FINANCIAL OFFICER

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**EXHIBIT TO ARTICLE III, PARAGRAPH 3.4**

The members of the Board of Directors and officers of the Parent are as follows:

<b>Name and Address</b>	<b>Title</b>
Gerry C. Nelson 6000A Sawgrass Village Circle Suite 12 Ponte Vedra Beach, Florida 32085	Director/CEO/Secretary
Donald D. Funkhouser 6000A Sawgrass Village Circle Suite 12 Ponte Vedra Beach, Florida 32085	Director/President/Treasurer
Donald D. Covey 6000A Sawgrass Village Circle Suite 12 Ponte Vedra Beach, Florida 32085	Director/Executive Vice-President

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EXHIBIT A

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WRITTEN CONSENT TO CORPORATE  
ACTION OF SOLE SHAREHOLDER AND  
BOARD OF DIRECTORS OF  
DECADE SYSTEMS CORPORATION

The undersigned, constituting the sole shareholder and all of the members of the Board of Directors of Decade Systems Corporation, a Florida corporation ("Company"), hereby unanimously consent to the adoption of the following resolutions and the actions represented or authorized by such resolutions, in the capacities as stated above, all pursuant to Sections 607.0821 and 607.1104 of the Florida Business Corporation Act, without necessity of a formal meeting:

1. Approval of Merger and Related Transactions. The following resolutions are hereby adopted with respect to the proposed merger of DecadeSystems Acquisitions, Inc., a Florida corporation, with and into the Company with the Company being the surviving corporation:

WHEREAS, DecadeSystems Acquisitions, Inc., (the "Company") has determined to merge with and into its wholly owned subsidiary, Decade Systems Corporation, in which Decade Systems Corporation would be the surviving corporation ("Surviving Entity"); and

WHEREAS, the Company and Surviving Entity have agreed to enter into an Agreement and Plan of Merger pursuant to the Articles and Certificate of Merger ("Merger Agreement") in substantially the form set forth on Exhibit "A" hereto, and by this reference made a part hereof, providing for, among other things, the consummation of the merger described herein;

WHEREAS, the merger will be consummated substantially in accordance with the terms and conditions described in the Merger Agreement attached to this Written Consent as Exhibit "A"; and

WHEREAS, the Board of Directors and the sole shareholder of the Surviving Entity, after giving due consideration of the foregoing, have determined that the proposed merger as described in the Merger Agreement is in the best interest of the Surviving Entity and its shareholder;

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NOW, THEREFORE, BE IT RESOLVED, that the proposed merger between the Company and the Surviving Entity as described in the Merger Agreement, be and hereby is, approved in all respects; and

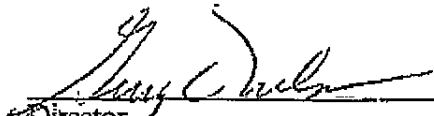

FURTHER RESOLVED, that all other agreements and transactions contemplated in the Merger Agreement, be, and hereby are, approved in all respects; and

FURTHER RESOLVED, that the officers of the Surviving Entity be, and they each hereby are, authorized and directed to execute, on behalf of and in the name of the Surviving Entity, the Merger Agreement in substantially the form set forth as Exhibit "A" attached hereto, with such changes as they deem necessary or appropriate in their sole discretion; and


FURTHER RESOLVED, that the officers of the Surviving Entity be, and they each hereby are, authorized and directed to execute and deliver, on behalf of and in the name of the Surviving Entity, the Articles and Certificate of Merger to the Secretary of State of Florida, and are further authorized and directed, on behalf of and in the name of the Surviving Entity, to take whatever actions and execute whatever documents and agreements as may be necessary or appropriate to effectuate the merger as contemplated by the Merger Agreement.

IN WITNESS WHEREOF, the undersigned have executed this Written Consent to Corporate

Action dated as of the 7 day of June, 2001.

  
\_\_\_\_\_  
Director  
  
\_\_\_\_\_  
Director

DECADESYSTEMS ACQUISITIONS, INC.,  
a Florida corporation

By:   
\_\_\_\_\_  
Print: GARY C NELSON  
Its: Chairman, CEO

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WRITTEN CONSENT TO CORPORATE  
ACTION OF SHAREHOLDERS AND  
BOARD OF DIRECTORS OF  
DECADESYSTEMS ACQUISITIONS, INC.

The undersigned, constituting all of the shareholders and all of the members of the Board of Directors of DecadeSystems Acquisitions, Inc., a Florida corporation ("Company"), hereby unanimously consent to the adoption of the following resolutions and the actions represented or authorized by such resolutions, in the capacities as stated above, all pursuant to Sections 607.0821 and 607.1104 of the Florida Business Corporation Act, without necessity of a formal meeting:

1. Approval of Merger and Related Transactions. The following resolutions are hereby adopted with respect to the proposed merger of Decade Systems Corporation, a Florida corporation, with and into the Company with the Company being the surviving corporation:

WHEREAS, DecadeSystems Acquisitions, Inc., (the "Company") has determined to merge with and into its wholly owned subsidiary, Decade Systems Corporation, in which Decade Systems Corporation would be the surviving corporation ("Surviving Entity"); and

WHEREAS, the Company and Surviving Entity have agreed to enter into an Agreement and Plan of Merger pursuant to the Articles and Certificate of Merger ("Merger Agreement") in substantially the form set forth on Exhibit "A" hereto, and by this reference made a part hereof, providing for, among other things, the consummation of the merger described herein;

WHEREAS, the merger will be consummated substantially in accordance with the terms and conditions described in the Merger Agreement attached to this Written Consent as Exhibit "A"; and

WHEREAS, the Board of Directors and all of the shareholders of the Company, after giving due consideration of the foregoing, have determined that the proposed merger as described in the Merger Agreement is in the best interest of the Company and its shareholders;

NOW, THEREFORE, BE IT RESOLVED, that the proposed merger between the Company and the Surviving Entity as described in the Merger Agreement, be and hereby is, approved in all respects; and

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FURTHER RESOLVED, that all other agreements and transactions contemplated in the Merger Agreement, be, and hereby are, approved in all respects; and

FURTHER RESOLVED, that the officers of the Company be, and they each hereby are, authorized and directed to execute, on behalf of and in the name of the Company, the Merger Agreement in substantially the form set forth as Exhibit "A" attached hereto, with such changes as they deem necessary or appropriate in their sole discretion; and

FURTHER RESOLVED, that the officers of the Company be, and they each hereby are, authorized and directed to execute and deliver, on behalf of and in the name of the Company, the Articles and Certificate of Merger to the Secretary of State of Florida, and are further authorized and directed, on behalf of and in the name of the Company, to take whatever actions and execute whatever documents and agreements as may be necessary or appropriate to effectuate the merger as contemplated by the Merger Agreement.

IN WITNESS WHEREOF, the undersigned have executed this Written Consent to Corporate

Action dated as of the   7   day of June, 2001.

  
\_\_\_\_\_  
Director and Shareholder

  
\_\_\_\_\_  
Director and Shareholder

\_\_\_\_\_  
Shareholder

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