

P96000012434

Charter Number Only

FILED

00 SEP 12 PM 2:31

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Evelyn.

Requestor's Name

Address

ATLANTIC

City

State

ZIP

Phone

VALIDATION ONLY

300003383063--6

-09/06/00--01028--009

\*\*\*\*\*78.75 \*\*\*\*\*78.75

CORPORATION(S) NAME

Xtend, Inc.

☒ Profit  
☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

☒ Certified Copy

☐ Photo Copies

☐ Certificate Under Seal

☒ Call When Ready

☐ Call If Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out



Empire Toll Free: 1-800-432-3028

RECEIVED  
00 SEP -6 AM 9:5

S. PAYNE

SEP 12 2000

merger

Certified Copy

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

GENX TECHNOLOGIES, INC., a Florida corp., P96000012434

INTO

**XTEND, INC.**, an Utah corporation not qualified in Florida

File date: September 12, 2000

Corporate Specialist: Susan Payne



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

September 6, 2000

Evelyn  
Atlantic  
Tallahassee, FL

SUBJECT: GENX TECHNOLOGIES, INC.  
Ref. Number: P96000012434

We have received your document for GENX TECHNOLOGIES, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

The name of the person signing the document must be typed or printed beneath or opposite the signature.

The plan of merger referred to in the articles of merger is not 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) 487-6901.

Susan Payne  
Senior Section Administrator

Letter Number: 600A00047289

RECEIVED  
00 SEP 12 AM 10:08  
FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF MERGER OF 00 SEP 12 PM 2:31  
GENX TECHNOLOGIES, INC. SECRETARY OF STATE  
into TALLAHASSEE, FLORIDA  
XTEND, INC.

The undersigned corporations do hereby execute the following Articles of Merger pursuant to Section 16-10A-1105 of the Utah Revised Business Corporation Act Title XXXVI and Section 607.1105 of the Florida Business Corporation Act for the purpose of merging GENX TECHNOLOGIES, INC., a Florida corporation, into XTEND, INC., a Utah corporation.

ARTICLE I

1. Name: The name of each of the undersigned corporations is as follows: GENX TECHNOLOGIES, INC., a Florida corporation and XTEND, INC., a Utah corporation.

2. Surviving Corporation: The surviving corporation is XTEND, INC., a Utah corporation, whose Articles of Incorporation remain unchanged. The principal office of Xtend is 920 West Heritage Park Blvd., Suite 200, Layton, Utah 84041.

ARTICLE II

1. Date of Adoption of Articles: The Agreement and Plan of Merger, a copy of which is attached hereto and the Articles of Merger were adopted by the unanimous, written consent of the sole Director and sole shareholder of XTEND, INC. and GENX TECHNOLOGIES, INC. on August 31, 2000.

ARTICLE III

1. Vote: 1,000 shares of capital stock of XTEND, INC. were issued and outstanding as of the date of the adoption of the Articles of Merger. 1,000 shares of capital stock of GENX

TECHNOLOGIES, INC. were issued and outstanding as of the date of adoption of the Articles of Merger. All shares of capital stock of the corporations were entitled to vote as a single class respectively on the adoption of the Articles of Merger. The Articles of Merger were unanimously approved by the shareholders of both corporations by written consent.

#### ARTICLE IV

1. Effective Date: These Articles of Merger and the Agreement and Plan of Merger incorporated herein by reference shall be effective upon the date of filing of the Articles and the merger therein contemplated shall be deemed to be completed and consummated at said time.


#### ARTICLE V

1. Agent: Xtend, Inc., the surviving Corporation, hereby appoints the Secretary of State of the State of Florida as its agent for service of process in any proceeding to enforce any obligation or the rights of dissenting Shareholders of GenX Technologies Inc., pursuant to Section 607.1109(g) of the Florida Business Corporation Act and agrees to promptly pay to the dissenting shareholders of GenX Technologies, Inc., if any, the amount to which they are entitled under Section 607.1302 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned execute these Articles of Merger and certify to the truth of the facts therein stated this 31st day of August, 2000.

GENX TECHNOLOGIES, INC.  
a Florida Corporation

XTEND, INC.  
a Utah Corporation

By   
William Farr, President

By   
William Farr, President

## AGREEMENT AND PLAN OF MERGER

GENX TECHNOLOGIES, INC.  
into  
XTEND, INC.

Agreement of Merger and Consolidation dated as of August 31, 2000 by and between GENX TECHNOLOGIES, INC., a Florida corporation ("GENX"), and XTEND, INC., a Utah corporation ("XTEND").

WHEREAS the sole Director and sole shareholder of each corporation deems it advisable and in the best interests of the corporations that GENX be merged into XTEND with XTEND being the surviving corporation under and pursuant to the laws of the State of Utah.

1. Merger. As of the effective date, GENX shall be Merged into XTEND and the separate existence of GENX shall thereupon cease in accordance with the applicable provisions of the Utah Revised Business Corporation Act and the Florida Business Corporation Act. XTEND will be the surviving corporation in the merger and will continue to be governed by the laws of the State of Utah. XTEND shall possess all of the rights, privileges, immunities and franchises, to the extent consistent with its Articles of Incorporation. All of the rights, privileges, powers and franchise of GENX and all property, real, personal and mixed, of GENX and all debts due on whatever account to them, including all chooses in action and every other interest of or belonging to them, shall be taken by and deemed to be transferred to and vested in XTEND without further act or deed and all such property rights, privileges, immunities and franchises and all and every other interest of GENX shall be thereafter as effectually the property of XTEND.

2. Effective Date. The merger shall become effective as of the 31st day of July, 2000.
3. Name. The name of the surviving corporation after the merger is XTEND, Inc.
4. XTEND. The Articles of Incorporation of XTEND, as in effect immediately prior to the effective date, shall, after the merger, continue to be the Articles of Incorporation of the surviving corporation until duly amended in accordance with law and no change to such Articles of Incorporation shall be affected by the merger.

The officers and directors of XTEND shall, after the merger, not change.

5. Conversion of Shares. GENX presently has issued and outstanding 1,000 shares of common stock. At the effective date, each one (1) share of common stock of GENX shall be converted into one (1) share of common stock of XTEND.

This Agreement and Plan embodies the entire agreement between the parties hereto and there are no agreements, understanding, restrictions or warranties between the parties hereto other than those set forth herein.

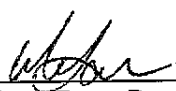
IN WITNESS WHEREOF, this Agreement and Plan has been signed by the duly authorized officers of the corporations pursuant to authorization by the sole Director and sole shareholder as of the day and year first above written.

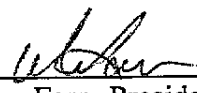
"XTEND"

"GENX"

XTEND, INC.  
a Utah Corporation

GENX TECHNOLOGIES, INC.  
a Florida Corporation

By   
William Farr, President

By   
William Farr, President