

Division of Corporations

P96000079933

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**MERGER OR SHARE EXCHANGE
XCIRA, INC.**

Certificate of Status	1
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**ARTICLES OF MERGER
OF
BIDSOFT, LLC
INTO
XCIRA, INC.**

Under Section 607.1109, Florida Statutes

Pursuant to the provisions of Section 607.1109 of the *Florida Statutes*, the undersigned hereby certify by these Articles of Merger as follows:

FIRST: The names of the entities which are parties to the merger are BIDSOFT, LLC, an Indiana limited liability company ("BIDSOFT"), and XCIRA, INC., a Florida corporation. The surviving corporation is XCIRA, INC. (the "SURVIVING CORPORATION").

SECOND: The Agreement and Plan of Merger is annexed hereto as Exhibit "A" and incorporated herein by reference in its entirety.

THIRD: The Agreement and Plan of Merger was duly adopted by the sole Member of BIDSOFT on February 14, 2011, in accordance with the applicable laws of the State of Indiana, which consent was sufficient for approval.

FOURTH: The Agreement and Plan of Merger was approved by the Board of Directors and duly adopted by the unanimous affirmative vote of the Stockholders of the SURVIVING CORPORATION on February 14, 2011, in accordance with the applicable laws of the State of Florida, which vote was sufficient for approval.

FIFTH: This Merger shall become effective upon and in accordance with the filing of these Articles of Merger with the Secretary of State of Florida in accordance with the Florida Business Corporation Act.

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TAMPA COUNTY, FLORIDA
CLERK OF THE CIRCUIT COURT

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IN WITNESS WHEREOF, each of the parties to this Merger has caused these Articles of Merger to be duly executed on this 14th day of FEBRUARY, 2011.

BIDSOF, LLC, an Indiana limited liability company

By its Sole Member:

XCIRA, INC., a Florida corporation

By: Nancy J. Rabenold
Nancy J. Rabenold, President

XCIRA, INC., a Florida corporation

By: Nancy J. Rabenold
Nancy J. Rabenold, President

Exhibit "A" - Agreement and Plan of Merger

Ricky Sato NRAI850-224-1640

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EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated this 14TH day of FEBRUARY, 2011, is made and entered into by and between BIDSOF, LLC, an Indiana limited liability company ("BIDSOF"), and XCIRA, INC., a Florida corporation (the "SURVIVING CORPORATION"). BIDSOF and the SURVIVING CORPORATION being sometimes referred to herein as the "Constituent Companies".

WITNESSETH:

WHEREAS, BIDSOF is a limited liability company duly organized under the laws of the State of Indiana; and

WHEREAS, the SURVIVING CORPORATION is a corporation duly incorporated under the laws of the State of Florida and is the sole Member of BIDSOF; and

WHEREAS, the Board of Directors of the SURVIVING CORPORATION deems it advisable for the general welfare of the Constituent Companies and their owners that BIDSOF be merged into the SURVIVING CORPORATION, which SURVIVING CORPORATION shall be the surviving entity; and

WHEREAS, for federal income tax purposes, it is acknowledged that the Constituent Companies are already treated as a single taxpayer entity in accordance with the provisions of the Internal Revenue Code of 1986, as amended;

NOW, THEREFORE, the Constituent Companies agree that BIDSOF shall be merged with and into the SURVIVING CORPORATION in accordance with applicable laws of the States of Florida and Indiana and the terms and conditions of the following Agreement and Plan of Merger:

ARTICLE I

The Constituent Companies

The names of the Constituent Companies to the merger are BIDSOF, LLC (Indiana Control No. 1999120800885) and XCIRA, INC. (Florida Document No. P96000079931).

ARTICLE II

The Merger

On the Effective Date (as hereinafter defined), BIDSOF shall be merged with and into the SURVIVING CORPORATION (the "Merger") upon the terms and subject to the conditions hereinafter set forth as permitted by and in accordance with the provisions of Chapter 607, Florida Statutes ("Florida Law") and Indiana Code Section 23-18-7 ("Indiana Law").

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ARTICLE III Effect of Merger

From and after the filing of the Articles of Merger (as defined hereinafter) in accordance with Article VIII hereof, the Constituent Companies shall be a single corporation which shall be the SURVIVING CORPORATION. From and after such filing, the separate existence of BIDSOFT shall cease, while the corporate existence of the SURVIVING CORPORATION shall continue unaffected and unimpaired. The SURVIVING CORPORATION shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation organized under the Florida Law. The SURVIVING CORPORATION shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of a public, as well as a private, nature of each of the Constituent Companies. All property, real, personal and mixed, and all debts due on whatever account, all other choses in action, and all and every other interest of or belonging to or due to each of the Constituent Companies shall be taken and 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 either of the Constituent Companies, shall not revert or be in any way impaired by reason of such Merger. The SURVIVING CORPORATION shall thenceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Companies, and any claim existing or action or proceeding pending by or against any of the Constituent Companies may be prosecuted as if such Merger had not taken place, or the SURVIVING CORPORATION may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of the Constituent Companies shall be impaired by such Merger.

ARTICLE IV Articles of Incorporation and Bylaws; Officers and Directors

The Articles of Incorporation and Bylaws of the SURVIVING CORPORATION as in effect on the Effective Date shall survive the Merger, until the same shall thereafter be further amended or repealed as provided therein and by applicable law.

The person who shall serve as the sole Director of the SURVIVING CORPORATION shall be:

Name	Address
Nancy J. Rabenold	410 South Ware Boulevard, Suite 900 Tampa, Florida 33619

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The persons who shall serve as officers of the SURVIVING CORPORATION and the offices in which they shall serve are as follows:

Name	Office
Nancy J. Rabenold	President, Chief Executive Officer and Treasurer
James A. Simmons	Secretary and Chief Operating Officer

ARTICLE V

Treatment of Ownership Interests of Constituent Companies

By virtue of the Merger and without any action on the part of the holders thereof, upon the Effective Date pursuant to this Agreement and Plan of Merger, the ownership interests of each of the Constituent Companies shall be treated in the following manner:

1. Each share of the Common Stock of the SURVIVING CORPORATION owned immediately prior to the filing of the Articles of Merger in accordance with Article VIII hereof shall, by virtue of the Merger and without any action on the part of the holder thereof, continue in existence as a share of the Common Stock of the SURVIVING CORPORATION.

2. The membership interests of BIDSOFT owned by the SURVIVING CORPORATION immediately prior to the filing of the Articles of Merger in accordance with Article VIII hereof shall, by virtue of the Merger and without any action on the part of the holder thereof, cease to exist and be canceled, and no cash, securities or other property shall be issued in respect thereof.

ARTICLE VI

Further Assurance

If at any time after the Effective Date the SURVIVING CORPORATION shall consider or be advised that any further assignments or assurances are necessary or desirable to vest in the SURVIVING CORPORATION, according to the terms hereof, the title to any property or rights of BIDSOFT, the SURVIVING CORPORATION, as the sole Member of BIDSOFT, and the corresponding officers or Directors of the SURVIVING CORPORATION shall and will execute and make all such proper assignments or assurances and all things necessary or proper to vest title in such property or rights in the SURVIVING CORPORATION, and otherwise to carry out the purposes of this Agreement and Plan of Merger.

ARTICLE VII

Approvals of Merger

This Agreement and Plan of Merger shall be approved by the Board of Directors of the SURVIVING CORPORATION, and submitted to the Shareholders of the SURVIVING CORPORATION for approval as provided by Florida Law. This Agreement and Plan of Merger shall be approved by the sole Member of BIDSOFT as provided by Indiana Law. If duly adopted, Articles of Merger meeting the requirements of Florida Law shall be immediately filed

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with the Florida Secretary of State and Articles of Cross-Species Merger meeting the requirements of Indiana Law shall be immediately filed with the Indiana Secretary of State.

ARTICLE VIII
Effective Date

The Merger of BIDSOF into the SURVIVING CORPORATION shall become effective upon the filing of the (a) Articles of Merger in accordance with Florida Law and (b) Articles of Cross-Species Merger in accordance with Indiana Law (together, the "Articles of Merger"). The date and time upon which the Merger shall become effective is herein called the "Effective Date".

ARTICLE IX
Covenants of BIDSOF

BIDSOF covenants and agrees that (a) it will not further amend its Articles of Organization prior to the Effective Date; and (b) it will not issue any new membership interests or rights to acquire any such membership interests prior to the Effective Date.

ARTICLE X
Covenants of the SURVIVING CORPORATION

The SURVIVING CORPORATION covenants and agrees that (a) it will not further amend its Articles of Incorporation prior to the Effective Date; and (b) it will not issue any shares of its capital stock or any rights to acquire any such shares prior to the Effective Date.

ARTICLE XI
Termination

Notwithstanding anything contained herein or elsewhere to the contrary, this Agreement and Plan of Merger may be terminated and abandoned by either party to the Merger at any time prior to the filing of the Articles of Merger with the Florida Secretary of State and the Articles of Cross-Species Merger with the Indiana Secretary of State.

ARTICLE XII
Counterparts

This Agreement and Plan of Merger may be executed in any number of counterparts, each of which when executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

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IN WITNESS WHEREOF, each of the parties to this Agreement and Plan of Merger has caused this Agreement and Plan of Merger to be duly executed on the day and year above written.

BIDSOFT, LLC, an Indiana limited liability company

By its Sole Member:

XCIRA, INC., a Florida corporation

By: Nancy J. Rabenold
Nancy J. Rabenold, President

XCIRA, INC., a Florida corporation

By: Nancy J. Rabenold
Nancy J. Rabenold, President