

196000087426

Florida Department of State
Division of Corporations
Public Access System

FAXED
AUG 16 2002

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.

((H02000182078 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: GRETCHEN KRDH
Account Name : HENDERSON, FRANKLIN, STARNES & HOLT, P.A.
Account Number : 075410002172
Phone : (941) 334-4121 x601
Fax Number : (941) 334-4100

FILED
02 AUG 16 PM 3:26
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

RECEIVED
02 AUG 16 PM 2:09
DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

SHIVA MANAGEMENT, INC.

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$78.75

Merger
8/16/02

5

ARTICLES OF MERGER
Merger Sheet

MERGING:

RATAN ENTERPRISES, INC., a Missouri corporation, document number
F96000004200

INTO

SHIVA MANAGEMENT, INC., a Florida entity, P96000087426

File date: August 16, 2002

Corporate Specialist: Karen Gibson

08/16/2002 13:51 FAX 239 334 4100

Henderson Franklin

002

Department of State 8/16/2002 12:40 PAGE 1/1 RightFAX



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

August 16, 2002

SHIVA MANAGEMENT, INC.
192 TOPANGA DRIVE
BONITA SPRINGS, FL 34134

SUBJECT: SHIVA MANAGEMENT, INC.
REF: P96000087426

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

THE MERGER YOU SUBMITTED WAS FILED IN ACCORDANCE WITH FL STATUTE 607.1105. THIS IS FOR ONLY DOMESTIC CORPORATIONS OR FOR A FOREIGN SURVIVOR. PLEASE CHANGE THIS STATUTE NUMBER TO 607.1107.

If shareholder approval was not required, a statement to that effect must be contained in the merger for each applicable corporation.

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) 245-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H02000182078
Letter Number: 302A00048589

FAX AUDIT NO.: H02000182078 4

ARTICLES OF MERGER

OF

RATAN ENTERPRISES, INC.
a Missouri corporation

INTO

SHIVA MANAGEMENT, INC.
a Florida corporation

Pursuant to §607.1107 of the Florida Business Corporation Act (the "Act"), RATAN ENTERPRISES, INC., a Missouri corporation ("Ratan"), and SHIVA MANAGEMENT, INC., a Florida corporation ("Shiva"), adopt the following Articles of Merger:

1. The Agreement and Plan of Merger is attached hereto as Exhibit A and incorporated herein by reference.

2. As to Ratan, the Agreement and Plan of Merger was duly adopted unanimously by the shareholders and directors of Ratan on August 14, 2002. As to Ratan, the Agreement and Plan of Merger and the performance of its terms were duly authorized by all action required by the state of Missouri.

3. As to Shiva, the Agreement and Plan of Merger was duly adopted unanimously by the shareholders and directors of Shiva on August 14, 2002.

4. The Agreement and Plan of Merger shall be effective upon the later of the filing of the Articles of Merger with the Secretary of the state of Florida or the filing of the Articles of Merger with the Secretary of the state of Missouri.

IN WITNESS WHEREOF, each of the undersigned corporations has duly caused these Articles of Merger to be executed by their respective duly authorized officers as of the 14th day of August, 2002.

RATAN ENTERPRISES, INC.
a Missouri corporation

SHIVA MANAGEMENT, INC.
a Florida corporation

By: Thakor Patel
Thakor Patel, President

By: Thakor Patel
Thakor Patel, President

FAX AUDIT NO.: H02000182078 4

FAX AUDIT NO.: H02000182078 4

AGREEMENT AND PLAN OF MERGER

WHEREAS, RATAN ENTERPRISES, INC., is a corporation duly organized and validly existing under the laws of the state of Missouri ("Ratan");

WHEREAS, SHIVA MANAGEMENT, INC., is a corporation duly organized and validly existing under the laws of the state of Florida ("Shiva");

WHEREAS, the Boards of Directors of Ratan and Shiva have each determined and approved that it is advisable that Ratan merge with and into Shiva upon the terms and conditions provided herein (the "Merger") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code; and

NOW, THEREFORE, Ratan and Shiva hereby agree to merge into a single corporation as follows:

FIRST: Pursuant to this Agreement and Plan of Merger, Ratan shall be merged with and into Shiva, and the separate corporate existence of Ratan shall thereupon cease (the "Non-Surviving Corporation"). Shiva shall be the surviving corporation (the "Surviving Corporation"), and shall retain its corporate identity and succeed to all of the rights, assets, liabilities, and obligations of Ratan and Shiva.

SECOND: The Merger shall become effective on the later of the filing of Articles of Merger with the Secretary of the state of Missouri or the filing of Articles of Merger with the Secretary of the state of Florida, such time being hereinafter referred to as the "Effective Time."

THIRD:

(a) Shiva Stock.

(i) At the Effective Time, each share of Common Stock, no par value, of Shiva (the "Shiva Stock") issued and outstanding immediately prior to the Effective Time shall be and remain issued and outstanding and shall continue to represent one share of common stock of the Surviving Corporation.

(b) Ratan Stock.

(i) At the Effective Time, all of the shares of common stock, no par value, of Ratan (the "Ratan Stock"), issued and outstanding immediately prior to the Effective Time, other than shares to be cancelled pursuant to paragraph 3(b)(iii) hereof shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive shares of common stock, no par value per share, of Shiva (the "Shiva Stock").

(ii) As a result of the Merger and without any action on the part of the holder thereof, at the Effective Time all shares of Ratan Stock shall cease to be outstanding and shall be cancelled and retired and shall cease to exist, and each holder of shares of Ratan Stock

FAX AUDIT NO.: H02000182078 4

FAX AUDIT NO.: H02000182078 4

shall thereafter cease to have any rights with respect to such shares of Ratan Stock, except the right to receive, without interest, the Shiva Stock issuable in accordance with paragraph 3(b)(i) hereof upon the surrender of a certificate representing such shares of Ratan Stock.

(iii) Each share of Ratan Stock issued and held in Ratan's treasury at the Effective Time shall, by virtue of the Merger, cease to be outstanding and shall be cancelled and retired without payment of any consideration therefor.

FOURTH: The Charter of Shiva in effect immediately prior to the Effective Time shall be the Charter of the Surviving Corporation, until duly amended in accordance with applicable law.

FIFTH: The Bylaws of Shiva in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation, until duly amended in accordance with applicable law.

SIXTH: The Agreement and Plan of Merger herein made and approved shall be submitted to the directors and the shareholders of the Non-Surviving Corporation for their approval or rejection in the manner prescribed by the provisions of the laws of the state of Missouri and the Merger shall be authorized in the manner prescribed by the laws of the state of Florida.

SEVENTH: In the event that the Agreement and Plan of Merger shall have been approved by the directors and the shareholders entitled to vote of the Non-Surviving Corporation in the manner prescribed by the provisions of the laws of the state of Missouri, and in the event that the Merger shall have been duly authorized in compliance with the laws of the state of Florida, the Non-Surviving Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the state of Missouri and of the state of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

EIGHTH: The Board of Directors and the proper officers of the Non-Surviving Corporation and the Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the Merger herein provided for.

NINTH: The Surviving Corporation is to be governed by the laws of the state of Florida; however, the Surviving Corporation agrees that it may be served with process in the state of Missouri in any proceeding for enforcement of any obligation of any constituent corporation of the state of Missouri, as well as for enforcement of any obligation of the Surviving Corporation arising from the Merger, including any suit or other proceeding to enforce the right of any shareholder as determined in appraisal proceedings pursuant to the provisions of Title 23, Section 351.860.1 of the state of Missouri.

FAX AUDIT NO.: H02000182078 4

08/16/2002 13:52 FAX 239 334 4100

Henderson Franklin

006

FAX AUDIT NO.: H02000182078 4

TENTH: The Surviving Corporation hereby irrevocably appoints the Secretary of State of the state of Missouri as its agent to accept service of process in any suit or other proceedings. The address to which a copy of any process shall be mailed by the Secretary of State is:

Robert S. Forman, Esquire
1715 Monroe Street
Fort Myers, FL 33901

Dated: August 14, 2002

FAX AUDIT NO.: H02000182078 4