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P96000099095

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MERGER OR SHARE EXCHANGE

SEOLA II, INC.

Certificate of Status	1
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merger

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

SEOLA, INC., a Florida corporation, P94000059567

INTO

**SEOLA II, INC.**, a Florida entity, P96000099095

File date: November 28, 2001

Corporate Specialist: Darlene Connell

## ARTICLES OF MERGER

OF

SEOLA, INC.

WITH AND INTO

SEOLA II, INC.

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Pursuant to the provisions of Section 607.1105 of the Florida Statutes, the undersigned hereby certify that:

1. SEOLA, Inc., a Florida corporation (the "Constituent Corporation") shall be merged with and into SEOLA II, Inc., a Florida corporation ("SEOLA II"), which shall be the Surviving Corporation (such merger, the "Merger").

2. The Agreement and Plan of Merger dated as of November 27, 2001, pursuant to which the Merger was approved and a copy of which is attached hereto, was adopted by the Constituent Corporation and SEOLA II in accordance with Section 607.1101 of the Florida Statutes, and approved by all of the shareholders of the Constituent Corporation and SEOLA II by respective unanimous written consents dated as of November 27, 2001.

3. The Articles of Incorporation of SEOLA II as in effect on the Effective Date shall remain in effect and be the Articles of Incorporation of the corporation surviving the Merger.

4. The Merger shall become effective on the day that these Articles of Merger have been filed with the Secretary of the State of Florida (the "Effective Date").

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the Constituent Corporation and SEOLA II by their respective authorized officers as of the day and year first above written.

SEOLA, INC., a Florida corporation

By: 

Terry W. Stiles, President

SEOLA II, INC., a Florida corporation

By: 

Terry W. Stiles, President

## EXHIBIT A

**AGREEMENT AND PLAN OF MERGER****OF****SEOLA, INC.****WITH AND INTO****SEOLA II, INC.**

This Agreement and Plan of Merger dated as of November 27, 2001, is made by and among SEOLA, Inc. a Florida corporation (the "Constituent Corporation"), and SEOLA II, Inc., a Florida corporation (the "Surviving Corporation").

**RECITALS**

Pursuant to this Agreement and Plan of Merger, the Constituent Corporation shall be merged with and into the Surviving Corporation (the "Merger") and, incident to the Merger, all the issued and outstanding shares of the common stock of the Constituent Corporation shall be converted into shares of the common stock of the Surviving Corporation and all the issued and outstanding shares of the Constituent Corporation shall be canceled. Each of the parties hereto wishes to set forth in this Agreement and Plan of Merger the terms and conditions of the Merger, the mode of carrying the Merger into effect, the manner and basis of converting the outstanding shares of the Constituent Corporation into shares of the Surviving Corporation, and such other terms and conditions as may be required or desired and permitted. The Board of Directors of the Constituent Corporation and the Surviving Corporation deem the Merger desirable and in the best interests of its respective shareholders and each Director has, by unanimous consent in writing, adopted and approved this Agreement and Plan of Merger, and directed that this Agreement and Plan of Merger be submitted and recommended to its respective shareholders for their approval.

**AGREEMENT**

In consideration of the mutual covenants set forth in this Agreement, the parties agree as follows:

I. On the Effective Date (as defined in paragraph 7 below), in accordance with the provisions of this Agreement and Plan of Merger and the Florida Business Corporation Act, the Constituent Corporation shall be merged with and into the Surviving Corporation, which shall be the corporation which survives in the Merger, and the separate existence of the Constituent Corporation shall cease. The Surviving Corporation, as the corporation which survives in the Merger, shall possess and retain every interest in all assets and properties of every description and wherever located of the Constituent Corporation. The rights, privileges, immunities, powers, franchises and authority, public as well as private, of the Constituent Corporation shall be vested in the Surviving Corporation without further act. All obligations due to the Constituent Corporation shall be vested in the Surviving Corporation without further act.

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The Surviving Corporation shall be liable for all of the obligations of the Constituent Corporation existing as of the Effective Date.

2. The Articles of Incorporation of the Surviving Corporation as in effect on the Effective Date shall remain in effect and be the Articles of Incorporation of the corporation which survives the Merger.

3. The Bylaws of the Surviving Corporation as in effect on the Effective Date shall remain in effect and be the Bylaws of the corporation which survives the Merger.

4. The Board of Directors and officers of the Surviving Corporation at the Effective Date shall be the Board of Directors and officers, respectively, of the corporation which survives the Merger, until their successors shall have been elected or appointed, as the case may be, and duly qualified.

5. On the Effective Date, by virtue of the Merger and without any further act, the issued and outstanding shares of the common stock of the Constituent Corporation shall be canceled and the shareholders of the Constituent Corporation shall not receive any stock of the Surviving Corporation as a result of the Merger.

6. Immediately prior to the Merger, the Constituent Corporation is wholly-owned by Terry W. Stiles, the sole shareholder of the Surviving Corporation. As a result of the Constituent Corporation being wholly-owned by Terry W. Stiles immediately prior to the Merger, the issuance of shares in the Surviving Corporation to Terry W. Stiles, as the sole shareholder of the Constituent Corporation, would not have any economic significance. Therefore, no shares of the Surviving Corporation are being issued to any shareholder of the Constituent Corporation in the Merger and Terry W. Stiles will be the sole shareholder of the corporation which survives the Merger holding the kind and number of shares that Terry W. Stiles held in the Surviving Corporation immediately prior to the Merger.

7. The Merger shall become effective on the day that the Articles of Merger of the Constituent Corporation and the Surviving Corporation have been filed by the Secretary of State of Florida (the "Effective Date").