

Document Number Only

P97000021521

C T Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City

State

Zip

Phone

600002777026--6

-02/16/99--01059--008

*****78.75 *****78.75

CORPORATION(S) NAME

OmniComm Systems, Inc.

Merge

merged into:

Coral Development Corporation

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☒ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

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2/16/99

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THANKS
JOEY

*00789,00721,00544 00672

CR2E031 (1-89)

FILED
99 FEB 17 PM 5:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLES OF MERGER
Merger Sheet

MERGING:

OMNICOMM SYSTEMS, INCORPORATED, a Florida corporation
P97000021521
,

INTO

CORAL DEVELOPMENT CORPORATION. a Delaware corporation not
qualified in Florida

File date: February 17, 1999

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 17, 1999

CT Corporation System
660 East Jefferson St.
Tallahassee, FL 32301

SUBJECT: OMNICO MM SYSTEMS, INCORPORATED
Ref. Number: P97000021521

WALK IN
Pick up
2/17/99
RECEIVED
FEB 17 PM 4:49
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for OMNICO MM SYSTEMS, INCORPORATED and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

The name and title of the person signing the document must be noted beneath or opposite the signature.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 599A00007117

ARTICLES OF MERGER
OF

OMNICOMM SYSTEMS, INCORPORATED, a Florida corporation

Into

CORAL DEVELOPMENT CORPORATION, a Delaware corporation

Articles of Merger between OmniComm Systems, Incorporated, a Florida corporation, and Coral Development Corporation, a Delaware corporation.

Pursuant to s. 607.1105 of the Florida Business Corporation Act (the "Act") OmniComm Systems Incorporated a Florida corporation ("OmniComm"), Modern Technology Corp., a Delaware corporation ("Modern"), and Coral Development Corporation, a Delaware corporation and the wholly owned subsidiary of Modern ("Coral") adopts the following Articles of Merger.

1. The Agreement and Plan of Reorganization dated July 22, 1998 and the amendment thereto dated November 3, 1998 ("Plan of Merger") by and among OmniComm, Coral, and Modern was approved and adopted by the Shareholders of OmniComm on July 22, 1998, by Coral on July 22, 1998, and Modern on November 3, 1998.

2. Pursuant to the Plan of Merger all issued and outstanding shares of OmniComm stock will be acquired by means of a merger of OmniComm into Coral with Coral being the surviving corporation ("Merger").

3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth herein.

4. Pursuant to s. 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be the date of filing of these Articles of Merger with the Secretary of State of Florida.

3rd In witness whereof the parties have set their hands this day of February, 1999.

OmniComm Systems, Incorporated

By: Randy Smith, President
Randy Smith

Coral Development Corporation

By: Arthur Seidenfeld, President
Arthur Seidenfeld

Modern Technology Corp.

By: Arthur Seidenfeld, President
Arthur Seidenfeld

FILED
99 FEB 17 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Plan" or "Plan of Merger") dated February 2nd, 1999 (the "Closing Date") by and among OmniComm Systems, Incorporated, a Florida corporation (the "Parent Corp."), OmniCommerce Systems, Inc., a Florida corporation and the wholly-owned subsidiary of OmniComm Systems, Incorporated (the "Subsidiary Corp.") (collectively the "Target Corp.") and Modern Technology Corp. ("Modern"), a Delaware corporation, and Coral Development, Inc., a Delaware corporation and the wholly owned subsidiary of Modern (the "Surviving Corp."). (All of the foregoing entities shall be referred to collectively as the "Constituent Corporations"). This Plan of Merger is being effected pursuant and in accordance with s. 607.1101 et seq. of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corp., as in effect immediately before the Effective Date, shall be the Articles of Incorporation of the Surviving Corp. until further amended as provided by law.

2. Distribution and Payment to Shareholders of Target Corporation. Upon the Effective Date, each 3.129 shares of the Parent Corp. voting common stock as issued and outstanding at that time shall, without more, be converted into and exchanged for 1 share of voting common stock of the Surviving Corp. Each share of Subsidiary stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Subsidiary's stock.

3. Effect of Merger. On the Effective Date, the separate existence of the Parent Corp. shall cease, and Surviving Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in s. 607.1106 of the Florida Business Corporation Act (the "Act").

4. Filing with the Florida Secretary of State and Effective Date. Upon the Closing, as provided herein, Surviving Corp. shall immediately cause their respective President (or Vice President) to execute Articles of Merger and upon such execution, the Plan of Merger shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by the Surviving Corp. to the Florida Secretary of State. In accordance with s. 607.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be the date of filing with the Florida Secretary of State.

5. Assignment. If at any time Target Corp. shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, or confirm or record in Subsidiary the title to any property or rights of Target, or to otherwise carry out the provisions of this Agreement, the proper officers and directors of Target as of the Effective Date shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to vest, perfect, or confirm title to such property or rights in Subsidiary.

6. Satisfaction of Rights of Target Corp. Shareholders. All shares of Parent Corp.'s stock into which shares of Surviving Corp.'s stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

7. Fractional Shares. Fractional shares of Parent Corp.'s stock will not be issued.

8. Effect of Merger. On the Effective Date, the separate existence of Parent Corp. shall cease, and Surviving Corp. shall be fully vested in Target Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in s. 607.1106 of the Act.

9. Supplemental Action. If at any time after the Effective Date the Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Target Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

10. Filing with the Florida Secretary of State and Effective Date. Upon the Closing, as provided in the Agreement of Merger of which this Plan is a part, Target Corp. and Surviving Corp. shall cause their respective President, Vice President, or other duly authorized officer to execute Articles of Merger in the form attached to this Plan and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to

such Articles of Merger. Thereafter, Surviving Corp. shall deliver such Articles of Merger for filing to the Florida Secretary of State. In accordance with s. 607.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be the filing date of the Articles of Merger.

11. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by any one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the constituent corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with s. 607.1103 of the Act.

12. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of the Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.