

P97000073064



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 491164 10463A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 23, 1999

ORDER TIME : 11:01 AM

ORDER NO. : 491164-005

CUSTOMER NO: 10463A

CUSTOMER: Irene M. Humphreys, Legal Asst  
Cohen Norris Scherer  
Suite 400  
712 U.S. Highway 1  
North Palm Bch, FL 33408-7146

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-11/23/99--01039--018  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

*Merger*

ARTICLES OF MERGER

CDM HOLDINGS, INC.

INTO

CDM HOLDINGS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX \_\_\_\_\_ CERTIFIED COPY  
\_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

99 NOV 23 PM 2:53  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 NOV 23 PM 1:08  
RECEIVED  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

*11/24/99*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CDM HOLDINGS, INC., a Florida corporation. P97000073064

INTO

**CDM HOLDINGS, INC..** a Delaware corporation not qualified in Florida

File date: November 23, 1999

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER  
OF  
CDM HOLDINGS, INC., a Florida corporation  
and  
CDM HOLDINGS, INC., a Delaware corporation

99 NOV 23 PM 2:53  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. CDM Holdings, Inc., a Florida corporation, shall be merged with and into CDM Holdings, Inc., a Delaware corporation, which shall be the surviving corporation.
2. Annexed hereto and made a part hereof is the Plan and Agreement of Merger for merging CDM Holdings, Inc., a Florida corporation with and into CDM Holdings, Inc., a Delaware corporation.
3. The shareholders of CDM Holdings, Inc., a Florida corporation entitled to vote on the aforesaid Plan and Agreement of Merger approved and adopted the Plan and Agreement of Merger by written consent given by them on November 12, 1999, in according with the provisions of Section 607.0704 of the Florida Business Corporation Act.
4. The merger of CDM Holdings, Inc., a Florida corporation with and into CDM Holdings, Inc., a Delaware corporation is permitted by the laws of the jurisdiction of organization of CDM Holdings, Inc., a Delaware corporation and has been authorized in compliance with said laws. The date of approval and adoption of the Plan and Agreement of Merger by the shareholders of CDM Holdings, Inc., a Delaware corporation was November 12, 1999.
5. The effective time and date of the merger herein provided for in the State of Florida shall be on the date these Articles of Merger are filed with the Florida Department of State.

Executed on November 12, 1999.

CDM Holdings, Inc., a Florida corporation

BY: \_\_\_\_\_

Daniel Ginsburg, as President

CDM Holdings, Inc., a Delaware corporation

BY: \_\_\_\_\_

Daniel Ginsburg, as President

## PLAN AND AGREEMENT OF MERGER

PLAN OF MERGER adopted on November 12, 1999 by resolution of the Board of Directors of CDM Holdings, Inc., a business corporation organized under the laws of the State of Florida (hereinafter called "Florida Corporation"), and adopted on November 12, 1999 by resolution of the Board of Directors of CDM Holdings, Inc., a business corporation organized under the laws of the State of Delaware (hereinafter called "Delaware Corporation"). The names of the corporations planning to merge are CDM Holdings, Inc., a business corporation organized under the laws of the State of Florida, and CDM Holdings, Inc., a business corporation organized under the laws of the State of Delaware. The name of the surviving corporation into which CDM Holdings, Inc., a Florida corporation plans to merge is CDM Holdings, Inc., a Delaware corporation. Said corporations are hereinafter sometimes collectively referred to as the "Constituent Corporations".

WHEREAS, FLORIDA CORPORATION is a corporation is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on August 21, 1997, under the name of CDM Holdings, Inc. and DELAWARE CORPORATION is a corporation duly organized and existing under the laws of the State of Delaware, having been incorporated on November 4, 1999, under the name CDM Holdings, Inc.; and

WHEREAS, the authorized capital stock of Florida Corporation consists of 1,000 shares of common stock, par value \$1.00 per share, of which 200 shares are outstanding; and

WHEREAS, the authorized capital stock of DELAWARE CORPORATION consists of 1,000 shares of common stock, par value \$1.00 per share, of which 200 shares are outstanding; and

WHEREAS, the Boards of Directors of the Constituent Corporations deem it advisable for the general welfare and shareholders of the Constituent Corporations and their respective shareholders that the Constituent Corporations merge into a single corporation pursuant to this Agreement, and the Constituent Corporations respectively desire to so merge pursuant to this Agreement and pursuant to the applicable provisions of the laws of the State of Delaware;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the parties agree, in accordance with the applicable provisions of the laws of the State of Florida, that the Constituent Corporations shall be merged into a single corporation, to wit: DELAWARE CORPORATION, one of the Constituent Corporations, which is not a new corporation and which shall continue its corporate existence and be the corporation surviving the merger (said corporation hereafter sometimes called the "Surviving Corporation"), and the terms and conditions of the merger hereby agreed upon (hereafter called the "Merger") which the parties covenant to observe, keep and perform and the mode of carrying the same into effect are and shall be as

hereafter set forth:

1. Florida Corporation and Delaware Corporation, shall pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the jurisdiction of organization of Delaware Corporation be merged with and into a single corporation, to wit, Delaware Corporation, which shall be the surviving corporation upon the effective date of the merger, and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of Florida Corporation, which shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.
2. At the effective time of the merger, the separate existence of FLORIDA CORPORATION shall cease and FLORIDA CORPORATION shall be merged into the Surviving Corporation. Consummation of this Agreement shall be effected on the date on which a Articles of Merger is filed in the Office of the Department of State of the State of Florida, all after satisfaction of the respective requirements of the applicable laws of said state prerequisite to such filings.
3. The certificate of incorporation of the Surviving Corporation at the effective date and time of the merger in the jurisdiction of its organizing shall be the certificate of incorporation of said Surviving Corporation and said certificate of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.
4. The bylaws of the Surviving Corporation at the effective time and date of the merger in the jurisdiction of its organization will be the bylaws of said Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.
5. The directors and officers in office of the Surviving Corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.
6. Each issued share of the Florida Corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into one (1) share of the Surviving Corporation. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to

represent one issued share of the Surviving Corporation.

7. The Plan of Merger herein made and approved shall be submitted to the shareholders of the Florida Corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the Florida Corporation with and into the Surviving Corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the Surviving Corporation.

8. At the effective time of the Plan of Merger, the Surviving Corporation shall succeed to, without other transfer, and shall possess and enjoy all the rights, privileges, immunities, powers and franchises both of a public and a private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations, and all the rights, privileges, immunities, powers and franchises of each of the Constituent Corporations and all property, real, personal, mixed, and all debts due to either of said Constituent Corporations on whatever account, for stock subscriptions as well as for all other things in action or belonging to each of said corporations, shall be vested in the Surviving Corporation; and all property, rights, privileges, immunities, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the respective Constituent Corporations, and the title to any real estate vested by deed or otherwise in either of said Constituent Corporations shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of either of said Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such liens at the effective time of the Merger, and all debts, liabilities and duties of said Constituent Corporations, respectively, shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.

9. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the Florida Corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the Florida Corporation with and into the Surviving Corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the Surviving Corporation, the Florida 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 Florida and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

10. The assets and liabilities of the Constituent Corporations as at the effective time of the merger shall be taken up on the books of the Surviving Corporation at the amounts at which they shall be carried at that time on the books of the respective Constituent Corporations. The amount of capital of the Surviving Corporation after the Merger shall be equal to the sum of the aggregate amount of the par value of the Convertible Common Stock to be issued in the Merger and of the aggregate par value of

the common stock that will remain issued upon the Merger. The surplus of the Surviving Corporation after the Merger, including any surplus arising in the Merger, shall be available to be used for any legal purposes for which surplus may be used.


11. The Board of Directors and the proper officers of the Florida Corporation and of 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 Plan of Merger or of the merger herein provided for.

12. If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurance in the law or other action is necessary or desirable to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation, the title to any property or rights of FLORIDA CORPORATION acquired or to be acquired by or as a result of the Merger, the proper officers and directors of DELAWARE CORPORATION and FLORIDA CORPORATION and the Surviving Corporation, respectively, shall be and they hereby are severally and fully authorized to execute and deliver such proper deeds, assignments and assurances in law and take such other action as may be necessary or proper in the name of DELAWARE CORPORATION or the Surviving Corporation to vest, perfect or confirm title to such property or rights in the Surviving Corporation and otherwise carry out the purposes of this Agreement.


IN WITNESS WHEREOF, this Agreement has been signed by a majority of the Directors of each of the Constituent Corporations and each of the Constituent Corporations has caused its corporate seal to be hereunto affixed, all of the day and year first above written.

CDM HOLDINGS, INC., a Florida corporation

Directors:

  
\_\_\_\_\_  
Daniel Ginsburg

  
\_\_\_\_\_  
Teresa Ohmit

  
\_\_\_\_\_  
Brent Wolmer

CDM HOLDINGS, INC., a Delaware corporation

Directors:



Daniel Ginsburg



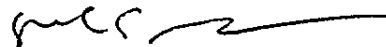
Teresa Ohmit



Brent Wolmer

The foregoing Plan and Agreement of Merger, having been duly executed by a majority of the Directors of FLORIDA CORPORATION and DELAWARE CORPORATION, respectively, under the corporate seals of the respective corporations, and the said Plan and Agreement of Merger having been duly approved and adopted by the Board of Directors, and duly approved and adopted by the stockholders of each of the said corporations in the manner provided by the laws of their respective states of incorporation, the Chairman of the Board and the President of said corporations do now execute this Plan and Agreement of Merger under the respective seals of said corporations by the authority of the Directors and stockholders of each, as the act, deed and agreement of each of said corporations on the 12th day of November, 1999.

CDM HOLDINGS, INC., a Florida corporation



Daniel Ginsburg, Chairman of the Board and President

CDM HOLDINGS, INC., a Delaware corporation



Daniel Ginsburg, Chairman of the Board and President