

Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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To:
 Division of Corporations
 Fax Number : (850) 205-0380

From:
 Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
 Account Number : 110432003053
 Phone : (305) 672-0686
 Fax Number : (305) 672-9110

EFFECTIVE DATE
 12-31-01

MERGER OR SHARE EXCHANGE

I faxed this yesterday, but they said they didn't receive the whole document.

VWS Group, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	01
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Corporate Filing

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Merge
LLC
15

ARTICLES OF MERGER
Merger Sheet

MERGING:

VWS GROUP, a Florida corporation, document number P97000096427

INTO

VWS GROUP, INC., a Delaware entity not qualified in Florida

File date: December 7, 2001, effective December 31, 2001

Corporate Specialist: Karen Gibson

Account number: 110432003053

Amount charged: 78.75



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 7, 2001

VWS GROUP, INC.
185 KNUTSEN FARM RD.
SEQUIM, WA 98382

SUBJECT: VWS GROUP, INC.
REF: P97000096427

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

Please refax the coversheet and the first page of the document to 850-205-0380.

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) 245-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H01000119650
Letter Number: 701A00064715

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

FILED

ARTICLES OF MERGER
OF
FLORIDA CORPORATION
INTO
DELAWARE CORPORATION

DEC -7 PM 3:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

12-31-01

1. The undersigned corporations, VWS GROUP, INC., being validly and legally formed under the laws of the State of Florida, and VWS GROUP, INC., being validly and legally formed under the laws of the State of Delaware, have adopted a Plan of Merger.

2. The name of the surviving corporation is VWS GROUP, INC. and it is to be governed by the laws of the State of Delaware.

3. The principal office of the surviving corporation shall be 185 Knutsen Farm Road, Sequim, Washington 98382.

4. The Plan of Merger of the undersigned corporations was adopted pursuant to Sections 607.1101 and 607.1103 of the Florida Statutes.

5. The Plan of Merger will become effective as of December 31, 2001.

6. The Plan of Merger was adopted by the Shareholders and by the Board of Directors of VWS GROUP, INC., a Florida corporation on the 15th day of November, 2001.

7. The Plan of Merger was adopted by the Shareholders and by the Board of Directors of VWS GROUP, INC., a Delaware corporation on the 15th day of November, 2001.

8. As to each of the undersigned corporations, the number of shares outstanding and the total number of shares voted for and against such Plan of Merger, are as follows:

<u>Name of Corporation</u>	<u>Number of Outstanding Shares</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>
VWS GROUP, INC., a Florida corporation	100	100	0
VWS GROUP, INC., a Delaware corporation	100	100	0

9. The Plan of Merger calls for cancellation of the issued shares of VWS GROUP, INC., a Florida corporation, which shall be effected as set forth in the Plan, a true and correct copy of which is attached hereto. The issued shares of VWS GROUP, INC., a Delaware corporation, shall not be affected by this merger.

VWS GROUP, INC.
a Delaware Corporation

VWS GROUP, INC., a Florida
Corporation

By: Virginia O'Neil
Virginia O'Neil, President

By: Virginia O'Neil
Virginia O'Neil, President

Attest: Virginia O'Neil
Virginia O'Neil,
Secretary

Attest: Virginia O'Neil
Virginia O'Neil,
Secretary

STATE OF WASHINGTON
COUNTY OF Clallam

PERSONALLY, appeared before me, the undersigned authority, Virginia O'Neil, who acknowledged to and before me that she is President of VWS GROUP, INC., a Delaware corporation and VWS GROUP, INC., a Florida corporation, and that she executed the foregoing Articles of Merger for the reasons and purposes therein expressed. She was personally known to me or produced WA. Drivers Lic. as identification.

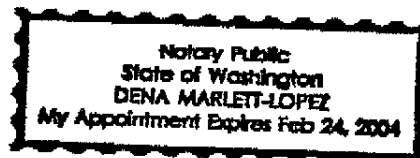
WITNESS my hand and official seal in the County and State last aforesaid this 19th day of November, 2001.

Dena Marlett-Lopez
Notary Public

My Commission Expires:

February 24, 2004

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PLAN OF MERGER

THIS AGREEMENT, made and entered into this 15th day of November, 2001 by and between VWS Group, Inc., a Florida corporation and VWS Group, Inc., a Delaware corporation, sometimes hereinafter collectively referred to as the "Constituent Corporations".

RECITALS

A. The Stockholders and Board of Directors of the Constituent Corporations have deemed it advisable that VWS Group, Inc., a Florida corporation hereinafter also referred to as the "Disappearing Corporation," be merged into VWS Group, Inc., a Delaware corporation, hereinafter referred to as the "Surviving Corporation" under the laws of the State of Delaware, and

B. Disappearing Corporation is duly organized and existing under the laws of the State of Florida, having been incorporated on the 12th day of November, 1997, has an authorized capital stock consisting of One Hundred (100) shares of \$1.00 par value, of which there are now issued and outstanding One Hundred (100) shares of said stock.

C. VWS Group, Inc., a Delaware corporation duly organized and existing under the laws of the State of Delaware, having been incorporated on the 9th day of October, 2001 has an authorized capital stock consisting of Two Thousand (2000) shares of \$0.01 par value, of which there are now issued and outstanding One Hundred (100) shares of said stock.

NOW, THEREFORE, in consideration of the promises and mutual agreements hereinafter contained, the Constituent Corporations have agreed, and do hereby agree, to merge upon the terms and conditions hereinafter provided.

1. **Recitals.**

The above recitals are true and correct and incorporated herein.

2. **Agreement of Merger.**

A. It is hereby agreed that the Disappearing Corporation shall merge into the Surviving Corporation. The Certificate of Incorporation of the surviving Corporation, shall remain unchanged.

B. The Surviving Corporation agrees to pay to the dissenting shareholders of either constituent corporation complying with the terms of Section 607.1101 of the Florida Statute, the fair value of their shares.

3. **Principal Office of Surviving Corporation.**

The principal office of the Surviving Corporation, shall remain at 185 Knutsen Farm Road, Sequim, Washington 98382.

4. **Capitalization of Surviving Corporation.**

The capitalization of the Surviving Corporation, shall remain as is presently authorized, that is, Two Thousand (2000) shares of \$0.01 par value common stock.

5. **Officers and Directors of Surviving Corporation.**

The members of the Board of Directors and the officers of the Surviving Corporation immediately after the effective time of the merger shall be those persons who were the members of the Board of Directors and the officers, respectively, of the Disappearing Corporation immediately prior to the effective time of the merger, and such persons shall serve in such offices, respectively, for the terms provided by law or in the Bylaws, or until their respective successors are elected and qualified.

6. Registered Agent of Surviving Corporation.

The Registered Agent of the Surviving Corporation shall be as follows:

Corporate Creations Network, Inc.
2530 Channin Drive
Wilmington, Delaware 19810

7. Conveyance of Assets; Assumption of Liabilities.

A. The Disappearing Corporation hereby agrees, to the extent permitted by law, from time to time, as and when requested by the Surviving Corporation so to do, or by its successors and assigns, to execute and deliver, or cause to be executed and delivered, all such deeds and instruments, and to take or cause to be taken, such further or additional actions as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all property, real and personal, of the Disappearing Corporation, acquired or to be acquired by reason of or as a result of the merger herein provided for, and otherwise to carry out the intent and purposes hereof. The proper officers of the Disappearing Corporation have been authorized and directed to take any and all actions that may be necessary to effect such transfers, conveyances and assignments to carry out the purpose of such merger.

B. All assets and interests of any kind whatsoever of the Disappearing Corporation, including all debts due on any and all accounts, shall in effect become the property of the Surviving Corporation, and the title of any and all property shall be vested in the Surviving Corporation and shall not revert or be in any way impaired by reason of the merger. All rights of creditors and all liens upon the property of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the

Disappearing Corporation 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 initially incurred or contracted by it.

8. Ratification by Stockholders and Directors.

This Agreement of Merger and all of the terms and provisions herein contained have been ratified and approved by the Stockholders and Directors of each of the Constituent Corporations.

9. Mode of Effecting Merger.

The mode of carrying said merger into effect, and the manner and basis of converting the shares of the Disappearing Corporation into shares of the Surviving Corporation, shall be as follows:

A. Each share of \$1.00 par value common stock of VWS Group, Inc., a Florida corporation issued and outstanding on the effective date of the merger and all rights in respect thereof shall, without any action on the part of the shareholder, be completely canceled. The Disappearing Corporation owns One Hundred (100) shares of \$1.00 par value common stock. Such shares of capital stock of the Surviving Corporation pursuant to this merger shall be reissued proportionately to the shareholders of the Disappearing Corporation.

B. The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the Disappearing Corporation shall surrender them to the Surviving Corporation or its duly appointed agent, in such manner as the Surviving Corporation shall legally require. On receipt of such share certificates, the Surviving Corporation shall issue and exchange therefor certificates for shares of common stock in the Surviving Corporation, representing

the number of shares of such stock to which such holder is entitled as provided above.

C. Holders of certificates of common stock of the Disappearing Corporation shall not be entitled to dividends payable on shares of stock in the Surviving Corporation until certificates have been issued to such stockholders. Thereafter, each such stockholder shall be entitled to receive any dividends on shares of stock of the Surviving Corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such stockholder of the certificate for his shares in the Surviving Corporation.

10. Abandonment of Merger.

This plan of merger may be abandoned by action of the board of directors of either the Surviving or the Disappearing Corporation at any time prior to the effective date.

11. Effective Date of Merger.

A. This Merger shall become effective as of December 31, 2001.

B. Upon the merger becoming effective, the separate existence of the Disappearing Corporation shall cease, except as may be requisite for carrying out the purposes of this Agreement of Merger, or as continued by statute. All of the rights, privileges, Powers, franchises, property and assets of every kind and description of the Disappearing Corporation, shall be vested in and be held and enjoyed by the Surviving Corporation.

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed hereby by their respective Presidents and Secretaries, thereunto duly authorized by

the respective Board of Directors and Shareholders of each corporation.

VWS GROUP, INC., a Delaware corporation

VWS Group, Inc., a Florida corporation

By: Virginia O'Neil
Virginia O'Neil, President

By: Virginia O'Neil
Virginia O'Neil, President

Attest: Virginia O'Neil
Virginia O'Neil,
Secretary

Attest: Virginia O'Neil
Virginia O'Neil,
Secretary

CERTIFICATE

The undersigned, as Secretary and President, respectively, of VWS Group, Inc., a Florida corporation, do hereby certify that the Agreement of Merger to which this Certificate is attached, was adopted by the Stockholders and Directors of said corporation (a) by unanimous written consent of all the Stockholders and Directors of said corporation on the 15th day of November, 2001 pursuant to the laws of the State of Florida, and (b) at a special meeting of the Stockholders and Directors of said corporation called separately for the purpose of adopting a plan of merger which was held after due notice on the aforementioned date, at which a quorum of Stockholders and Directors was present thereat, and that at said meeting the adoption and execution of such Agreement of Merger was affirmatively voted upon by the requisite number of Stockholders and Directors entitled to vote at such meeting, and that the Agreement of Merger was subsequently executed by the President and Secretary of each of the Constituent Corporations named in the Agreement of Merger pursuant to the authority granted to them for such purpose.

November **WITNESS** our hands and seals this 15th day of November, 2001.

VWS Group, Inc., a Florida corporation

By: Virginia O'Neil
Virginia O'Neil, President

Attest: Virginia O'Neil
Virginia O'Neil,
Secretary

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CERTIFICATE

The undersigned, as Secretary and President, respectively, of VWS Group, Inc., a Delaware corporation, do hereby certify that the Agreement of Merger to which this Certificate is attached, was adopted by the Stockholders and Directors of said corporation (a) by unanimous written consent of all the Stockholders and Directors of said corporation on the 15th day of November, 2001 pursuant to the laws of the State of Delaware, and (b) at a special meeting of the Stockholders and Directors of said corporation called separately for the purpose of adopting a plan of merger which was held after due notice on the aforementioned date, at which a quorum of Stockholders and Directors was present thereat, and that at said meeting the adoption and execution of such Agreement of Merger was affirmatively voted upon by the requisite number of Stockholders and Directors entitled to vote at such meeting, and that the Agreement of Merger was subsequently executed by the President and Secretary of each of the Constituent Corporations named in the Agreement of Merger pursuant to the authority granted to them for such purpose.

WITNESS our hands and seals this 15th day of November, 2001.

VWS Group, Inc., a Delaware corporation

By: Virginia O'Neil
Virginia O'Neil, President

Attest: Virginia O'Neil
Virginia O'Neil,
Secretary