

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P98000003526

Amerishield Corp +  
Golconda Corp.

200002673322--8  
-10/27/98--01043--024  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

- Art of Inc. File *Merger & name change*  
LTD Partnership File  
Foreign Corp. File  
L.C. File  
Fictitious Name File  
Trade/Service Mark  
☒ Merger File  
Art. of Amend. File  
RA Resignation  
Dissolution / Withdrawal  
Annual Report / Reinstatement  
Cert. Copy  
☒ Photo Copy  
Certificate of Good Standing  
Certificate of Status  
Certificate of Fictitious Name  
Corp Record Search  
Officer Search  
Fictitious Search  
Fictitious Owner Search  
Vehicle Search  
Driving Record  
UCC 1 or 3 File  
UCC 11 Search  
UCC 11 Retrieval  
Courier
- FILED  
98 OCT 27 PM 2:47  
TALLAHASSEE, FLORIDA  
RECEIVED  
98 OCT 27 AM 10:58  
DIVISION OF CORPORATION  
AJR  
10/27/98

Signature \_\_\_\_\_

Requested by: *Chr* 10-27 948

Name \_\_\_\_\_ Date \_\_\_\_\_ Time \_\_\_\_\_

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

AMERISHIELD CORPORATION, a Florida corporation, P98000029843

INTO

GOLCONDA CORPORATION which changed its name to

**AMERISHIELD CORPORATION**, a Florida corporation, P98000003526.

File date: October 27, 1998

Corporate Specialist: Annette Ramsey


ARTICLES OF MERGER

FILED  
98 OCT 27 PM 2:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AmeriShield Corporation and Golconda Corporation, being validly and legally formed under the laws of the State of Florida, have adopted a Plan of Merger:

1. Plan of Merger is: See attached Plan
2. The effective date of the Merger is: October 23, 1998
3. Shareholder approval was not required.
4. AmeriShield Corporation adopted the Plan of Merger on October 23, 1998 by a vote of the board of directors.
5. Golconda Corporation adopted the Plan of Merger on October 23, 1998 by a vote of the board of directors.
6. Article I ( the Name of the Corporation) of the Articles of Incorporation of Golconda Corporation ( the surviving corporation) is changed to AmeriShield Corporation.

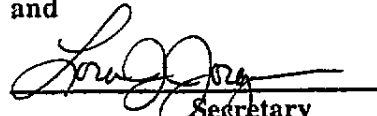
AmeriShield Corporation,  
a Florida corporation

By   
President

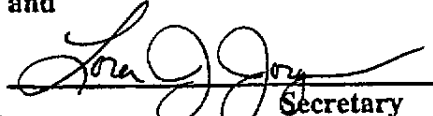
Golconda Corporation,  
a Florida corporation

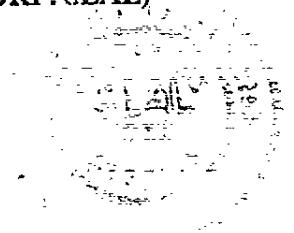
By   
President

and

  
Secretary  
(CORP. SEAL)

and

  
Secretary  
(CORP. SEAL)



STATE OF OHIO  
COUNTY OF FRANKLIN

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of October, 1998, by Richard Schultz and Lora Jorgensen, President and Secretary respectively of AmeriShield Corporation, a Florida corporation, who are personally known to me ~~or who~~ produced \_\_\_\_\_ as identification.

Stanley R. Fish  
Notary Public

STANLEY R. FISH  
ATTORNEY AT LAW  
NOTARY PUBLIC-STATE OF OHIO  
MY COMMISSION HAS NO EXPIRATION DATE

STATE OF OHIO  
COUNTY OF FRANKLIN

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of October, 1998, by Richard Schultz and Lora Jorgensen, President and Secretary respectively of Golconda Corporation, a Florida corporation, who are personally known to me ~~or who~~ produced \_\_\_\_\_ as identification.

Stanley R. Fish  
Notary Public

STANLEY R. FISH  
ATTORNEY AT LAW  
NOTARY PUBLIC-STATE OF OHIO  
MY COMMISSION HAS NO EXPIRATION DATE

## PLAN OF MERGER

AmeriShield Corporation, a Florida corporation, and Golconda Corporation, a Florida corporation, hereby adopt the following Plan of Merger pursuant to §607.1101, *Fla. Stat.* (1997).

1. Name of each corporation planning to merge is:

AmeriShield Corporation  
Golconda Corporation

2. Name of surviving corporation is:

Golconda Corporation, which will be amended to AmeriShield Corporation

3. The terms and conditions of the merger are:

On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of the creditors, nor any liens on the property of the absorbed corporation shall be impaired by the merger.

4. The manner and basis of converting the shares of each corporation is:

Each share of the common stock of AmeriShield Corporation issued and outstanding on the effective date of the merger shall be converted into one share of the \$1.00 common stock of Golconda Corporation, which shares of common stock of the surviving corporation shall then be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

5. The manner and basis of converting rights to acquire shares of each corporation is:

After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in the manner that the surviving corporation shall legally require. On receipt of the share certificates, the surviving corporation shall issue and exchange certificates for shares of common stock in the surviving corporations, representing the number of shares of stock to which the holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole


shares representing the aggregate of the fractional share interests, and the agent shall sell the whole shares and pay over the proceeds to the entitled shareholders in proportion to their fractional share interest. Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to those shareholders. Then, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them under this plan which may have been declared and paid between the effective date of the merger and the issuance to those shareholders of the certificate for his or her shares in the surviving corporation.


6. The following are amendments to or a restatement of the articles of incorporation of the surviving corporation:

The name of the surviving corporation shall be changed to AmeriShield Corporation.

7. The effective date of the merger is:

October 23, 1998.

  
As the Board of Directors of  
AmeriShield Corporation,  
a Florida corporation

  
As the Board of Directors of  
Golconda Corporation,  
a Florida corporation