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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
TALLAHASSEE, FLORIDA

C. Coulllette DEC 31 2003



CORPORATION SERVICE COMPANY™

ACCOUNT NO. 072100000032  
REFERENCE 371428 4144A  
AUTHORIZATION *Patricia P. Gato*  
COST LIMIT \$ 70.00

ORDER DATE : December 22, 20  
ORDER TIME : 8:50 AM  
ORDER NO. : 371428-005  
CUSTOMER NO: 4144A  
CUSTOMER: Steven H. Hagen, Esq.  
Holland & Knight LLP  
Suite 3000  
701 Brickell Avenue  
Miami, FL 33131

ARTICLES OF INCORPORATION

NERA AMERICUS

INTENT

NERA AMERICAS

PLEASE RETURN THE FOLLOWING AS: 2 OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF MERGER

NERA AMERICAS INC., a Florida corporation

A.

NERA AMERICAS, INC., a Texas corporation

To the Department State  
of the State of Florida

Pursuant to the provisions of Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein names do hereby submit the following Articles of Merger:

1. The names of the merging business corporations are NERA AMERICAS INC., a business corporation organized under the laws of the State of Florida on January 28, 1998, Florida Document No. P98-8746 ("Nera Florida") and NERA AMERICAS, INC., a business corporation organized under the laws of the State of Texas on August 27, 2003 ("Nera Texas"). Nera Texas is not authorized to transact business in the State of Florida.

2. The Agreement and Plan of Merger between Nera Florida and Nera Texas (the "Agreement and Plan of Merger"), merging Nera Florida into Nera Texas, substantially in the form attached hereto as Exhibit "A", was unanimously approved by the Board of Directors and the sole shareholder of each of Nera Florida and Nera Texas on November 18, 2003.

3. The number of shares of Nera Florida which were entitled to vote at the time of the approval of the Agreement and Plan of Merger by its sole shareholder is 1,000, all of which are of one class and the sole shareholder entitled to vote approved the Agreement and Plan of Merger pursuant to its written consent; and the number of shares represented by the sole shareholder entitled to vote with consent is 1,000. The date of said consent and approval was November 18, 2003.

4. The number of shares of Nera Texas which were entitled to vote at the time of the approval of the Agreement and Plan of Merger by its sole shareholder is 1,000, all of which are of one class and the sole shareholder entitled to vote approved the Agreement and Plan of Merger pursuant to its written consent; and the number of shares represented by the sole shareholder entitled to vote with consent is 1,000. The date of said consent and approval was November 18, 2003.

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TALLAHASSEE, FLORIDA

5. The applicable provisions of Nera Florida and Nera Texas relating to the merger of Nera Florida into Nera Texas are now in the process of being

laws of the jurisdiction of organization the merger of Nera Florida with and has complied with.

6. Nera Texas will continue to exist under the name "NERA AMERICAS, INC." pursuant to the provisions of the Texas Business Corporation Act.

existence as the surviving corporation pursuant to the provisions of the Texas

7. The effective date of merger shall be upon the filing of same with the Secretary of State.

in provided for in the State of Florida the Secretary of State.

Dated this 18 day of November, 2003.

NERA AMERICAS, INC., a Florida corporation

By Willy Cain  
Name Willy Cain  
Title President

NERA AMERICAS, INC., a Texas corporation

By Willy Cain  
Name Willy Cain  
Title President

AGREEMENT AND PLAN OF MERGER

BETWEEN

NERA AMERICAS II, a Florida corporation

NERA AMERICAS, I, a Texas corporation

A. CORPORATIONS PARTICIPATING IN MERGER.

NERA AMERICAS, INC., a Texas corporation (the "Surviving Corporation") and NERA AMERICAS INC., a corporation (the "Disappearing Corporation").

B. NAME OF SURVIVING CORPORATION.

After the Merger, the Surviving Corporation shall continue to have the name "NERA AMERICAS, INC.".

The Surviving Corporation shall continue to be incorporated under and governed by the laws of the State of Texas.

The principal business office of the Surviving Corporation shall continue to be:

Preston Park Financial Center West  
4975 Preston Park Blvd.  
Plano, Texas 75093

C. MERGER

Pursuant to the terms and conditions of this Agreement and Plan of Merger ("Agreement"), the Disappearing Corporation will merge into the Surviving Corporation ("Merger"). Upon the Merger becoming effective, the corporate existence of the Surviving Corporation shall continue, the Surviving Corporation shall succeed to all rights, assets, liabilities and obligations of the Disappearing Corporation, and the separate corporate existence of the Disappearing Corporation shall cease. The time when the Merger becomes effective is hereinafter referred to as the "Effective Date."

D. CONVERSION OF OUTSTANDING

At the Effective Date, by virtue of the part of the holders thereof each stock of the Corporation on the Effective Date shall be cancelled and without any action on the part of the holder thereof,

E. CERTIFICATE OF INCORPORATION

The Certificate of Incorporation of the Surviving Corporation following the Effective Date shall be the same as the Certificate of Incorporation of the Disappearing Corporation unless and until they shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved. Such Certificate of Incorporation shall be filed with the Secretary of State of the Surviving Corporation separate and apart from this Agreement and Plan of Merger and may be separately certified by the Surviving Corporation.

F. TAX FREE REORGANIZATION

For Federal income tax purposes, the Merger shall be treated as a reorganization of the Disappearing Corporation and the Surviving Corporation within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, and that this Agreement and Plan of Merger is intended by the Disappearing Corporation that the Merger qualify as a reorganization under Section 368(a) of the Internal Revenue Code.

F. GOVERNING LAW

This Agreement and Plan of Merger shall be governed by the laws of the State of Texas.

G. COUNTERPARTS.

This Agreement and Plan of Merger may be executed simultaneously in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same agreement.

TOCK.

Merger and without any action on the part of the holders thereof each stock of the Disappearing Corporation on the Effective Date shall be cancelled and without any action on the part of the holder thereof,

AND BYLAWS.

The Bylaws of the Surviving Corporation shall be the same as the Bylaws of the Disappearing Corporation as immediately prior to the Effective Date unless and until they shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved. Such Bylaws shall be filed with the Secretary of State of the Surviving Corporation separate and apart from this Agreement and Plan of Merger and may be separately certified by the Surviving Corporation.

is intended by the Disappearing Corporation that the Merger qualify as a reorganization under Section 368(a) of the Internal Revenue Code.

shall be governed by the laws of the State of Texas.

be executed simultaneously in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same agreement.

IN WITNESS WHEREOF, this  
executed by the parties by their duly  
day of November, 2003.

ment and Plan of Merger has been  
ized officers this 18<sup>th</sup>

S. \_\_\_\_\_ ing Corporation:

N. \_\_\_\_\_ AMERICAS, INC.

By Billy Cain  
Name Billy Cain  
Title President

D. \_\_\_\_\_ aring Corporation:

N. \_\_\_\_\_ MERICAS INC.

By Billy Cain  
Name Billy Cain  
Title President

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