

Document Number Only

P98000009097

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

000002789400--5
-03/01/99--01002--005
*****70.00 *****70.00

XCOM Technologies OF Florida, Inc. merging INTO

XCOM Technologies, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 FEB 26 PM 3:25

FILED

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Other UCC Filing

☐ Change of R.A.

☐ Fic. Name

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TO

JEFFREY D. BUTTERFIELD

2/26

File First

ARTICLES OF MERGER
Merger Sheet

MERGING:

XCOM TECHNOLOGIES OF FLORIDA, INC., a Florida corporation,
P98000009097

INTO

XCOM TECHNOLOGIES, INC., a Delaware corporation not qualified in Florida.

File date: February 26, 1999

Corporate Specialist: Teresa Brown



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 1, 1999

CT CORPORATION SYSTEM
JEFFREY D. BUTTERFIELD
TALLAHASSEE, FL

SUBJECT: XCOM TECHNOLOGIES OF FLORIDA, INC.
Ref. Number: P98000009097

*WACK-UP
pick-up*

We have received your document for XCOM TECHNOLOGIES OF FLORIDA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

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) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 199A00009226

*ATTN: TERESA BROWN
Please Acknowledge
Thank you!*

RECEIVED
99 MAR -2 AM 11:48
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

Name

XCOM Technologies, Inc.

Jurisdiction

Delaware

Second: The name and jurisdiction of the merging corporation is:

Name

XCOM Technologies of Florida, Inc.

Jurisdiction

Florida

Third: The Agreement of Merger is attached.

Fourth: The merger shall become effective upon filing with the Delaware Secretary of State.

Fifth: The Agreement of Merger was adopted by the board of directors of the surviving and merging corporation on February 25, 1999, and shareholder approval was not required.

Sixth: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

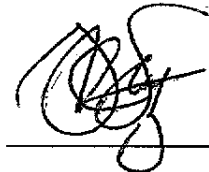
Typed or Printed Name of Individual & Title

XCOM Technologies, Inc.



Thomas C. Stortz, Vice President

XCOM Technologies of
Florida, Inc.



Thomas C. Stortz, Vice President

FILED
FEB 26 PM 3:25
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated this 25th day of February, 1999, pursuant to Section 251 of the General Corporation Law of the State of Delaware, between XCOM TECHNOLOGIES, INC., a Delaware corporation and XCOM TECHNOLOGIES OF FLORIDA, INC., a Florida corporation.

WITNESSETH that:

WHEREAS, all of the constituent corporations desire to merge into a single corporation; as hereinafter specified; and

WHEREAS, the registered office of said XCOM TECHNOLOGIES, INC., in the state of Delaware is located at 1209 Orange Street in the City of Wilmington, and the name of the registered agent as such address is The Corporation Trust Company and the registered office of XCOM TECHNOLOGIES OF FLORIDA, INC., in the State of Florida is located at 1200 South Pine Island Road in the City of Plantation and the registered name of it registered agent at such address is CT Corporation System.

NOW, THEREFORE, the corporations, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: XCOM TECHNOLOGIES, INC. hereby merges into itself XCOM TECHNOLOGIES OF FLORIDA, INC., and said XCOM TECHNOLOGIES OF FLORIDA, INC., shall be and is hereby merged into XCOM TECHNOLOGIES, INC., which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of XCOM TECHNOLOGIES, INC. which is the surviving corporation, as heretofore amended and is in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation, of the corporation surviving this merger.

THIRD: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into shares or other securities of the surviving corporation shall be as follows:

(a) Each share of common stock of the merged corporation which shall be outstanding on the effective date of this Agreement, all rights in respect thereto shall forthwith be cancelled.

(b) Each share of common stock of the surviving corporation which shall be outstanding on the effective date of this Agreement, all rights in respect thereto shall be unaffected.

FOURTH: The terms and conditions of the merger are as follows:

(a) The by-laws of the surviving corporation as they shall exist on the effective date of this Agreement shall be and remain the by-laws of the surviving corporation until the same shall be altered, amended and repealed as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective upon filing with the Secretary of State of Delaware.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolved upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or 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 other action as the surviving corporation may deem to be necessary or desirable in order to vest in and confirm or to the surviving corporation title to and possession of any property of the merged 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 and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the Board of Directors of any constituent corporation at any time prior to the time that this Agreement filed with the Secretary of State becomes effective. This Agreement may be amended by the Board of Directors of its constituent corporations at any time prior to the time that this Agreement filed with the Secretary of State becomes effective, provided that an amendment made subsequent to the adoption of the Agreement by the stockholders of any constituent corporation shall not (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof such constituent corporation, (2) alter or change any term of the Certificate of Incorporation of the surviving corporation to be effected by the merger, or (3) alter or change any of the terms and conditions of the Agreement if such alteration or change would adversely affect the holders of any class or series thereof of such constituent corporation.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Board of Directors have caused these presents to be executed by the undersigned officers of each party hereto as the respective act, deed and agreement of said corporations on this 25 day of February, 1999.

XCOM TECHNOLOGIES, INC.

By 

Thomas C. Stortz, Vice President

XCOM TECHNOLOGIES OF FLORIDA, INC.

By 

Thomas C. Stortz, Vice President

SECRETARY'S CERTIFICATE

I, Neil J. Eckstein, Assistant Secretary, of XCOM TECHNOLOGIES OF FLORIDA, INC, a corporation organized and existing under the laws of the State of Florida, hereby certify, as such Assistant Secretary, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of XCOM TECHNOLOGIES, INC., a corporation of the State of Delaware, was duly adopted pursuant to section 228 of the General Corporation Law of Delaware and the Florida Business Corporation Act by the unanimous written consent of the stockholders holding One (1) share of the capital stock of the corporation.

WITNESS my hand on this 25th day of February, 1999.



Neil J. Eckstein, Assistant Secretary