

P98000009672

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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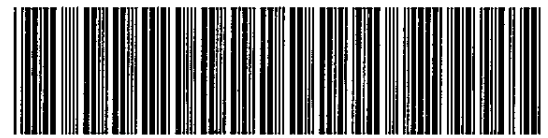
(Business Entity Name)

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FILED  
05 JUN 28 AM 11:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Merger

T BROWN JUN 28 2005

**TRANSMITTAL LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** ABER INFORMATION TECHNOLOGIES, INC.  
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mark J. Young

\_\_\_\_\_  
(Name of person)

Mark Young, P.A.

\_\_\_\_\_  
(Name of firm/company)

12086 Fort Caroline Road, Unit 202

\_\_\_\_\_  
(Address)

Jacksonville, FL 32225

\_\_\_\_\_  
(City/state and zip code)

For further information concerning this matter, please call:

Mark Young

\_\_\_\_\_  
(Name of person)

at ( 904 ) 996-8099

\_\_\_\_\_  
(Area code & daytime telephone number)

Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

**Mailing Address:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**  
Amendment Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

Patents, Trademarks,  
Copyrights, Trade Secrets,  
Transactions & Government Contracts

**Mark Young P.A.**  
12086 Fort Caroline Rd., Unit 202  
Jacksonville, Florida 32225  
Phone: 904-996-8099  
Cell: 904-571-8141  
Fax: 904-996-8234

Email: myoung@myoungpa.com

May 19, 2005  
VA.T105.001(MERGER)

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Merger of Goos.com, Inc. into Aber Information Technologies, Inc.

Dear Sir or Madam:

We previously submitted merger papers for the referenced merger. However, because one or more of the signatures was a facsimile, the Department requested that we submit signed originals. Executed originals are enclosed herewith.

Please do not hesitate to call with any questions.

Sincerely,



Mark Young, P.A.

Enclosure: as stated

RECEIVED  
05 MAY 24 AM 11:13  
DIVISION OF CORPORATIONS

Patents, Trademarks,  
Copyrights, Trade Secrets,  
Transactions & Government Contracts

**Mark Young P.A.**

12086 Fort Caroline Rd., Unit 202

Jacksonville, Florida 32225

Phone: 904-996-8099

Cell: 904-571-8141

Fax: 904-996-8234

Email: myoung@myoungpa.com

June 23, 2005

1AT05.002(MERGER)

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Attention: Theresa Brown

Re: Merger of Aber Information Technologies, Inc. (Surviving Entity)- P98000009672  
and Goos.com, Inc. (Merged Entity)- P99000045028

Dear Ms. Brown:

Enclosed please find a check for \$35.00 for the unpaid balance of the merger fee for the referenced merger. Please do not hesitate to call with any questions.

Sincerely,



Mark Young, P.A.

Enclosure: as stated

**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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Aber Information Technologies, Inc.	Florida	P9800009672

**Second:** The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Goos.com, Inc.	Florida	P99000045028
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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TALLAHASSEE, FLORIDA

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**OR** \_\_\_\_/\_\_\_\_/\_\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**Fifth:** Adoption of Merger by **surviving** corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on February 20, 2005.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by **merging** corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on February 20, 2005.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)



## PLAN OF MERGER

This Plan of Merger is made on **February 20, 2005**, between **Goos.com, Inc.**, a Florida corporation ("**Goos.com**"), and **Aber Information Technologies, Inc.**, a Florida corporation ("**AberTek**") (with **AberTek** and **Goos.com** being collectively referred to as the "Constituent Corporations").

### RECITALS

- A. **AberTek** and **Goos.com** have entered into an agreement of merger, ("merger agreement"), providing for the merger of **Goos.com** with and into **AberTek** on the terms set forth in this plan.
- B. The respective boards of directors of **AberTek** and **Goos.com** deem it advisable and in the best interests of each corporation and its respective stockholders that **Goos.com** be merged with and into **AberTek** in the manner contemplated in this plan and in the merger agreement, have adopted resolutions approving this plan and the merger agreement, and have recommended that the merger of **Goos.com** with and into **AberTek** ("merger") be approved and adopted by the stockholders of **AberTek** and **Goos.com**.

For the purpose of stating the terms and conditions of the merger; the mode of carrying it into effect; the manner of converting the shares of common stock of **Goos.com**, issued and outstanding immediately before the effective time of the merger, into shares of common stock of **AberTek**; and the details and provisions that are deemed desirable, the parties agree as follows:

### ARTICLE I

In accordance with the laws of the state of Florida, **Goos.com** shall be merged with and into **AberTek**, which shall sometimes be referred to in this plan as the "Surviving Corporation." The Surviving Corporation, under its existing name, shall continue to be governed by the laws of Florida. It is intended by the parties hereto that the merger shall constitute a reorganization within the meaning of Section 368 of the Internal Revenue Code.

### ARTICLE II

The merger shall become effective upon the filing of a certificate of merger with the Florida Department of State, Division of Corporations, pursuant to the Florida Business Corporation Act (FBCA). The time when the merger becomes effective shall be the "effective time of the merger" referred to in this plan.

### ARTICLE III

**AberTek** has issued and outstanding [number] shares of common stock, and **Goos.com** has issued and outstanding [number] shares of common stock. All the shares of common stock are entitled to vote on the merger.

#### ARTICLE IV

At the effective time of the merger, by virtue of the merger and without any action on the part of the holders:

1. Each issued and outstanding share of **AberTek**'s common stock shall continue in existence without change.
2. Each share of the issued and outstanding shares of common stock of **Goos.com** shall be converted into one validly issued, fully paid, and nonassessable share of common stock of the Surviving Corporation.

#### ARTICLE V

At the effective time of the merger, the separate existence of **Goos.com** shall cease. Except as otherwise explicitly set forth in this plan, from and after the effective time of the merger, the Surviving Corporation shall possess all rights, privileges, immunities, and franchises to the extent consistent with its articles of incorporation. All the rights, privileges, powers, and franchises of **Goos.com**, of a public as well as of a private nature, and all property, real, personal, and mixed of **Goos.com**, and all debts due on whatever account to it, including all causes of action, and all and every other interest of or belonging to it shall be taken by and deemed to be transferred to and invested in the Surviving Corporation without further act or deed. All the property, rights, privileges, immunities, franchises, both of a public and of a private nature, and all and every other interest of **Goos.com** shall be thereafter as effectually the property of the Surviving Corporation as they were of **Goos.com**.

From and after the effective time of the merger, the Surviving Corporation shall be subject to all the duties and liabilities of a corporation organized under the Florida Business Corporation Act. In addition, the Surviving Corporation shall be liable and responsible for all the liabilities and obligations of the Constituent Corporations. The rights of the creditors of the Constituent Corporations, or of any person dealing with the Constituent Corporations, or any liens upon the property of the Constituent Corporations, shall not be impaired by this merger. Any claim existing or action or proceeding pending by or against either Constituent Corporations may be prosecuted to judgment as if this merger had not taken place. A party may proceed against the Surviving Corporation or substitute the Surviving Corporation in place of **Goos.com**. Except as otherwise explicitly provided to the contrary in this plan, the identity, existence, purpose, powers, franchise, rights, immunities, and liabilities of the Surviving Corporation shall continue unaffected and unimpaired by the merger.

#### ARTICLE VI

From time to time, as and when requested by the Surviving Corporation or by its successors or assigns, **Goos.com** shall execute and deliver or cause to be executed and delivered all other instruments and shall take or cause to be taken all further or other actions that the Surviving Corporation, or its successors or assigns, may deem necessary or desirable to vest in



and confirm to the Surviving Corporation and its successors and assigns, title to and possession of all property, rights, privileges, powers, and franchises referred to in article V of this plan and otherwise to carry out the intent and purposes of this plan. This plan may be amended or terminated in the same manner as the merger agreement may be amended or terminated and shall automatically terminate on any termination of the merger agreement.

#### ARTICLE VII

For the convenience of the parties to this plan and to facilitate the filing and recording of this plan, counterparts of it may be executed, and each counterpart shall be deemed to be an original instrument.

The presidents of **AberTek** Corporation and **Goos.com** Corporation have signed this plan on the date written on the first page of this plan.

**AberTek** Corporation

**Goos.com, Inc.**

By: /s/ Shr-Chang Huang  
**Shr-Chang Huang**, President


By: /s/ Shr-Chang Huang  
**Shr-Chang Huang**, President

**GOOS.COM, INC.**  
**CONSENT OF THE SHAREHOLDERS**  
**AND BOARD OF DIRECTORS**

All the shareholders and directors of **Goos.com, Inc.** consent to the following actions:

1. Merger of **Goos.com, Inc.**, a Florida corporation into **Aber Information Technologies, Inc.**, a Florida corporation, in accordance with the attached Plan of Merger.

Dated: 02/20/2005

/s/   
**Shr-Chang Huang**, President,  
Shareholder and Director

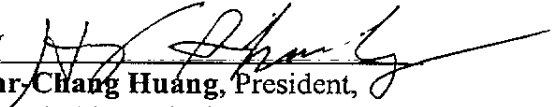
/s/   
**Hsiao-Feng Liu**, Shareholder and  
Director

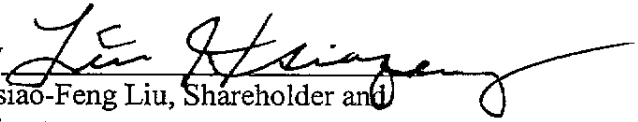
**ABER INFORMATION TECHNOLOGIES, INC.**  
**CONSENT OF THE SHAREHOLDERS**  
**AND BOARD OF DIRECTORS**

All the shareholders and directors of **Aber Information Technologies, Inc.** consent to the following actions:

1. Merger of **Goos.com, Inc.**, a Florida corporation into **Aber Information Technologies, Inc.**, a Florida corporation, in accordance with the attached Plan of Merger.

Dated: 02/20/2005

/s/   
**Shr-Chang Huang**, President,  
Shareholder and Director

/s/   
**Hsiao-Feng Liu**, Shareholder and  
Director