

P98080013219

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H07000172580 3)))



H070001725803ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

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

From:

Account Name : WILLIAMS, PARKER, HARRISON, DIETZ & GETZEN, P.A.
Account Number : 072720000266
Phone : (941)366-4800
Fax Number : (941)552-5559

MERGER OR SHARE EXCHANGE

SOLENT, INC.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$87.50

RECEIVED

07 JUL -3 AM 8:00

DIVISION OF CORPORATIONS

07 JUL -3 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Electronic Filing Menu

Corporate Filing Menu

Help

H07000172580 3

**ARTICLES OF MERGER
OF
CASCADE HOLDINGS LTD., INC.
WITH AND INTO
SOLENT, INC.**

Solent, Inc., a Florida corporation (herein referred to as "Solent"), hereby delivers to the Florida Department of State for filing the following Articles of Merger for the merger of Cascade Holdings Ltd., Inc., a Bahamas corporation that was registered by the Bahamas Registrar on January 8, 1997 (herein referred to as "Cascade"), with and into Solent. Solent shall be the surviving corporation.

1. A true copy of the Plan of Merger is attached hereto as Exhibit A.
2. The effective date of the merger shall be the date of the filing of these Articles of Merger (the "Effective Date").
3. The foregoing Plan of Merger was:
 - (a) Approved by the board of directors of Solent by written consent of all directors effective as June 22, 2007;
 - (b) Approved by written consent of the shareholders of Solent, who were entitled to vote on such Merger, effective as of June 22, 2007.
 - (c) Approved by the board of directors of Cascade and recommended to its shareholders by written consent of all of its directors effective as of June 22, 2007; and
 - (c) Approved by written consent of the shareholders of Cascade, who were entitled to vote on such Merger, effective as of June 22, 2007.
4. Cascade agrees that a service of process may be effected on it in the Bahamas in respect of proceedings for the enforcement of any claim, debt, liability or obligation of a constituent company incorporated under the Bahamas International Business Companies Act, 2000 (the "Bahamas Act"), or in respect of proceedings for the enforcement of the rights of a dissenting member of a constituent company incorporated under the Bahamas Act against Solent.
5. Cascade irrevocably appoints the Bahamas Registrar as its agent to accept service or process in proceedings referred to in paragraph 4.
6. Cascade agrees that it will promptly pay to the dissenting shareholders of a constituent company incorporated under the Bahamas Act the amount, if any, to which they are entitled under the Bahamas Act with respect to the rights of dissenting members.

[Continued on Following Page]

APPROVED
AND
FILED
07 JUL -3 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H07000172580 3

7. Cascade shall submit these Articles of Merger to the Bahamas Registrar once approved by the Florida Department of State.

IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered by the constituent corporations as of the Effective Date.

CASCADE HOLDINGS LTD. INC.
a Bahamas corporation

By: 

Norman C. Harrington
Its President

SOLENT, INC.,
a Florida corporation

By: 

Norman C. Harrington
Its President

B07000172580 3

Exhibit A

PLAN OF MERGER

1. The names of the corporations planning to merge are Solent, Inc., a Florida corporation (herein referred to as "Solent"), and Cascade Holdings Ltd., Inc., a Bahamas corporation (herein referred to as "Cascade"). On the Effective Date of the Merger, subject to and upon the terms and conditions of this Plan of Merger (the "Plan") and in accordance with §§607.1101 et seq. of the Florida Business Corporation Act (the "Florida Act") and Chapter 309 Sections 75 through 83 of the Bahamas International Business Companies Act, 2000 (the "Bahamas Act", collectively with the Florida Act, "the Acts"), Cascade will be merged with and into Solent, and the separate corporate existence of Cascade will cease and Solent will continue as the surviving corporation (the "Merger").

2. The Merger will be effective on the date of filing the Certificate of Merger with the Florida Department of State (the "Effective Date").

3. On the Effective Date of the Merger, the effect of such Merger will be as provided in this Plan and the applicable provisions of the Acts. Without limiting the generality of the foregoing, at the applicable Effective Date of the Merger, all properties, rights, privileges and powers of Cascade and Solent will vest in Solent, as the surviving corporation, and all liabilities and obligations of Cascade and Solent will become the liabilities and obligations of Solent, as the surviving corporation.

4. The Articles of Incorporation and the Bylaws of Solent, as the surviving corporation in such Merger, will not differ from its Articles of Incorporation and Bylaws in effect immediately prior to the Effective Date of the Merger.

5. Each person who is a director or officer of Solent immediately prior to the Effective Date of each Merger will continue to be a director or officer of Solent, the surviving corporation in such Merger, from and after the Effective Date of such Merger and will serve in such capacity until his or her respective successor is duly elected or appointed, or until his or her death, resignation or removal.

6. On the Effective Date of the Merger, by virtue of such Merger and without any action on the part of any shareholder of Cascade, each share of common stock of Cascade, issued and outstanding immediately prior to the Effective Date of such Merger, will be canceled without payment of consideration of any kind therefor, and no shareholder of Cascade, by virtue of such Merger, shall have the right to acquire shares, obligations or other securities in Solent.

7. Each shareholder of Solent, whose shares were issued and outstanding immediately prior to the Effective Date of the Merger, will hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the Merger.

8. This Plan has been submitted to and approved by the directors and shareholders of Cascade. The sole shareholder of 1000 shares of common stock, the only outstanding stock in Cascade, voted to approve the merger. No class or series of stock in Cascade is entitled to vote as a class or series.

H07000172580 3

9. This Plan has been submitted to and approved by the directors and shareholders of Solent. The shareholders of 2000 shares of common stock, the only outstanding stock in Solent, voted to approve the merger. No class or series of stock in Solent is entitled to vote as a class or series.

10. The board of directors of each constituent corporation is hereby authorized to amend this Plan at any Date prior to the Effective Date of the Merger, to the extent permitted by law.

11. There are no other terms or conditions to the merger.