



P98000023398

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP

7/13/01

11:00

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-07/13/01-01027-007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CERTIFIED COPY

CUS

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✓ FILING

Articles of Merger

1.) ArchiTRON Systems, Inc.  
(CORPORATE NAME & DOCUMENT #)

2.)  
(CORPORATE NAME & DOCUMENT #)

3.)  
(CORPORATE NAME & DOCUMENT #)

4.)  
(CORPORATE NAME & DOCUMENT #)

5.)  
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

G. COULLETTE JUL 13 2001

RECEIVED  
01 JUL 13 AM 10:10  
DEPT. OF STATE  
CORPORATIONS  
TALLAHASSEE, FLORIDA  
FILED  
2001 JUL 13 PM 2:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

ARCHITRON SYSTEMS INC., a Florida corporation, P98000023398

INTO

**ARCHITRON SYSTEMS, INC.**, a Delaware entity not qualified in Florida.

File date: July 13, 2001

Corporate Specialist: Cheryl Coulliette



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

July 13, 2001

CORPORATE ACCESS, INC.

TALLAHASSEE, FL

SUBJECT: ARCHITRON SYSTEMS INC.  
Ref. Number: P98000023398

*Corrected  
7/13/01  
[Signature]*

We have received your document for ARCHITRON SYSTEMS INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is no comma in the name registered with Florida. I looked at the original and there is not one showing. Please remove the comma from the Florida corporate name and check and see if the Delaware name is correct also.

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) 245-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 001A00041421

RECEIVED  
01 JUL 13 PM 1:07  
DIVISION OF CORPORATION

**ARTICLES OF MERGER**  
**(Profit Corporations)**

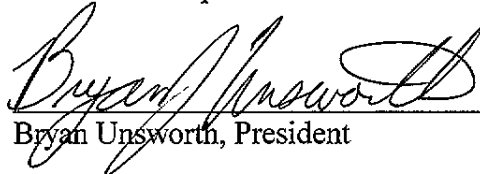
The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, F.S.

FILED  
2001 JUL 13 PM 2:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- FIRST:** The name and jurisdiction of the surviving corporation is ARCHITRON SYSTEMS, INC., a Delaware corporation (the "Surviving Corporation").
- SECOND:** The name and jurisdiction of the merging corporation is ARCHITRON SYSTEMS INC., a Florida corporation (the "Merging Corporation").
- THIRD:** The Agreement and Plan of Merger is attached hereto as Exhibit A.
- FOURTH:** The Merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.
- FIFTH:** The Agreement and Plan of Merger was adopted by the sole stockholder of the Surviving Corporation on June 1, 2001.
- SIXTH:** The Agreement and Plan of Merger was adopted by the shareholders of the Merging Corporation on June 1, 2001.
- SEVENTH:** The signatures of the Surviving Corporation and the Merging Corporation are set forth below:

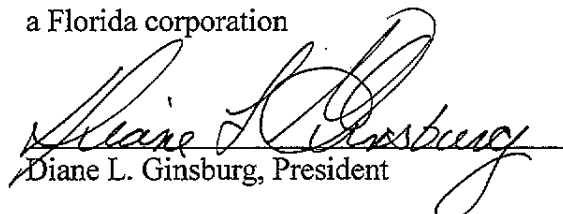
**"SURVIVING CORPORATION"**

ARCHITRON SYSTEMS, INC.,  
a Delaware corporation

  
Bryan Unsworth, President

**"MERGING CORPORATION"**

ARCHITRON SYSTEMS, INC.,  
a Florida corporation

  
Diane L. Ginsburg, President

## **EXHIBIT A TO ARTICLES OF MERGER**

### **AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made as of this 1<sup>ST</sup> day of June, 2001, by and between Architron Systems, Inc., a Delaware corporation ("Architron Delaware"), and Architron Systems Inc., a Florida corporation ("Architron Delaware").

WHEREAS, the Boards of Directors and the shareholders of Architron Florida and Architron Delaware have each approved the merger of Architron Florida with and into Architron Delaware (the "Merger"), upon the terms and subject to the conditions set forth herein and as required by applicable law;

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants and agreements contained herein, the parties hereby agree as follows:

#### **ARTICLE I**

1.1 Constituent Corporations and Surviving Corporation. Architron Florida and Architron Delaware shall be the constituent corporations to the Merger (the "Constituent Corporations"). Architron Florida shall be merged with and into Architron Delaware which shall be the surviving corporation of the Merger (the "Surviving Corporation"). The identity, existence, rights, privileges, powers, franchises, properties and assets of Architron Delaware shall continue unaffected and unimpaired by the Merger. At the Effective Time (as hereinafter defined) of the Merger, the identity and separate existence of Architron Florida shall cease and all of the rights, privileges, powers, franchises, properties and assets of Architron Florida shall be vested in Architron Delaware in accordance with the provisions of the Delaware General Corporations Law. After the merger becomes effective, Architron Florida, through the persons who were its officers immediately prior to the merger, shall execute or cause to be executed such further assignments, assurances or other documents as may be necessary or desirable to confirm title to properties, assets and rights in Architron Delaware.

1.2 Effective Date. The date when the Merger becomes effective is herein referred to as the "Effective Date" of the Merger. The Effective Date shall be the day of filing of a Certificate of Merger in the form attached as Exhibit A with the Delaware Secretary of State and Articles of Merger in the form attached as Exhibit B with the Florida Secretary of State.

#### **ARTICLE II**

2.1 Certificate of Incorporation. The Certificate of Incorporation of Architron Delaware, as in effect immediately prior to the Effective Date of the Merger, shall thereafter continue in full force and effect as the Articles of Incorporation of the Surviving Corporation.

2.2 Bylaws. The Bylaws of Architron Delaware, as in effect immediately prior to the Effective Date of the Merger shall be the Bylaws of the Surviving Corporation, until amended or repealed.

2.3 Officers and Directors. The officers and directors of Architron Delaware, at the Effective Date of the Merger shall be the officers and directors of the Surviving Corporation, each to hold office in accordance with the Certificate of Incorporation and Bylaws of the Architron Delaware.

### ARTICLE III

3.1 Conversion of Architron Florida's Common Stock. Each share of Architron Florida's Common Stock issued and outstanding immediately prior to the Effective Date of the Merger (except for Dissenting Shares, as hereinafter defined, and treasury shares) (the "Architron Florida Common Stock"), shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive two hundred (200) shares of the Surviving Corporation's Common Stock ("Surviving Corporation Common Stock"), upon surrender of the stock certificate representing such share. No fractional shares of Surviving Corporation Common Stock will be issued in connection with the Merger. In lieu of fractional shares, the number of shares of Surviving Corporation Common Stock to which each holder would be entitled pursuant to this Section 3.1 shall be rounded up to the nearest whole share.

3.2 Cancellation of Architron Delaware's Common Stock. Each share of Architron Delaware's common stock issued and outstanding immediately prior to the Effective Date of the Merger shall, by virtue of the Merger, be canceled and retired and cease to exist, and no payment shall be made or required in respect thereof.

3.3 Dissenting Shares. Each outstanding share of Architron Florida Common Stock held by a holder who has demanded and perfected his or her right to an appraisal of his or her shares in accordance with Sections 607.1301 et seq. of the Florida Business Corporations Act and who has not effectively withdrawn or lost his or her right to such appraisal ("Dissenting Shares") shall not be converted into or represent the right to receive 200 shares of Surviving Corporation Common Stock pursuant to Section 3.1 of this Article III, but the holder thereof shall be entitled only to such rights as are granted by Sections 607.1301 et seq. of the Florida Business Corporations Act. Each holder of Dissenting Shares who becomes entitled to payment for his or her Architron Florida Common Stock pursuant to the aforementioned Sections 607.1301 et seq. of the Florida Business Corporations Act shall receive payment therefor from the Surviving Corporation in accordance with Sections 607.1301 et seq. of the Florida Business Corporations Act. If any holder of Architron Florida Common Stock who demands appraisal for his or her shares in accordance with Sections 607.1301 et seq. of the Florida Business Corporations Act shall effectively withdraw or lose (through failure to perfect or otherwise) his or her right to appraisal, each share of Architron Florida Common Stock held by such holder shall automatically be converted into the right to receive 200 shares of Surviving Corporation Common Stock, pursuant to Section 3.1 of this Article III.

3.4 Exchange of Shares; Stock Transfer Books.

(a) Promptly after the Effective Date of the Merger, the Surviving Corporation shall transmit to each record holder of an outstanding certificate which prior thereto represented shares of Architron Florida Common Stock, a form of letter of transmittal and

instructions for use in effecting the surrender of such certificate for shares of Surviving Corporation Common Stock therefor. Upon surrender to the Surviving Corporation of such certificate, together with such letter of transmittal, duly executed, the Surviving Corporation shall promptly issue shares to the person entitled thereto. Until surrendered in accordance with the provisions of this Section 3.4(a), each certificate which immediately prior to the Effective Date of the Merger represented issued and outstanding shares of Architron Florida Common Stock shall represent for all purposes the right to receive one share of Architron Delaware Common Stock multiplied by the number of shares of Architron Florida Common Stock which prior to the Effective Date of the Merger were represented by such certificate.

(b) After the Effective Date of the Merger, there shall be no transfers on the stock transfer books of Architron Florida of the shares of Architron Florida Common Stock which were outstanding immediately prior to the Effective Date of the Merger. If, after the Effective Date of the Merger, certificates are presented to the Surviving Corporation, they shall be cancelled and exchanged for shares, as provided herein.

#### ARTICLE IV

4.1 Termination. This Agreement may be terminated, and the Merger abandoned, at any time prior to the Effective Date of the Merger, before or after approval by holders of common stock of Architron Delaware and Architron Florida, by either Architron Delaware or Architron Florida.

4.2 Modification or Amendment. At any time prior to the Effective Date of the Merger, the parties hereto may, by written agreement, make any modification or amendment of this Agreement; provided, however, that an amendment made subsequent to the adoption of this Agreement by the stockholders of Architron Delaware and Architron Florida shall not (i) alter or change the amount or kind of consideration to be received in exchange for the common stock of Architron Delaware or Architron Florida, (ii) alter or change any term of the Certificate of Incorporation of the Surviving Corporation or (iii) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of common stock of Architron Delaware or Architron Florida.

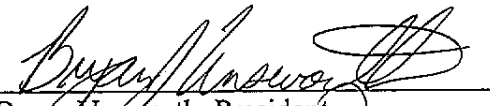
4.3 Governing Law. This Agreement shall be governed in all respects, including, but not limited to, validity, interpretation, effect and performance, by the laws of the State of Delaware.

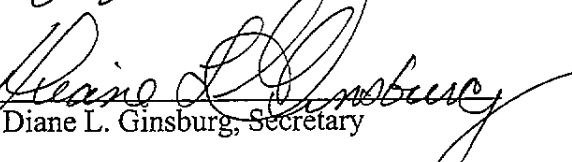
4.4 Section Headings. The section headings contained in this Agreement have been inserted for convenience of reference only and shall not affect the meaning or interpretation of this Agreement.

**[SIGNATURES ON FOLLOWING PAGE.]**

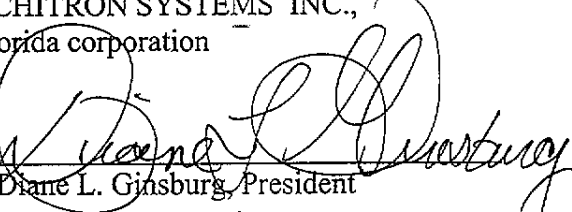
IN WITNESS WHEREOF, the undersigned parties have executed this Agreement,  
as of the date first written above.

ARCHITRON SYSTEMS, INC.,  
a Delaware corporation

By:   
Bryan Unsworth, President

By:   
Diane L. Ginsburg, Secretary

ARCHITRON SYSTEMS INC.,  
a Florida corporation

By:   
Diane L. Ginsburg, President

By:   
Byron del Castillo, Secretary