

P980000038972

Requestor's Name

Address

City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

FILED
98 SEP 24 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Shane

WALK IN
MAIL OUT
DIVISION OF CORPORATION

- ☒ Pick up time ASAP ☐ Certified Copy
☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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-09/22/98--01076--017
*****70.00 *****70.00

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*00789, 00544,
00672

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 22, 1998

Attorney's Title
660 E. Jefferson St.
Tallahassee, FL

SUBJECT: TMI TECHNOLOGIES, INC.
Ref. Number: P98000038972

We have received your document for TMI TECHNOLOGIES, 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):

The name and title of the person signing the document must be noted beneath or opposite the signature.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 398A00047917

FILED
98 SEP 24 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF SHARE EXCHANGE OF

TOO MANY IDEAS, INC.
AND
TMI TECHNOLOGIES, INC.

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of share exchange for the purpose of effecting a share exchange:

1. Plan of Share Exchange. The plan of share exchange is attached and incorporated herein by reference.

2. Effective Date. The effective date of the share exchange is the initial date of the filing of these Articles of Share Exchange with the Florida Department of State.

3. Date of Adoption. On August 17, 1998, the attached plan of share exchange was approved by the shareholders of Too Many Ideas, Inc., holding a majority of the shares of outstanding stock of pursuant to Section 607.0704 of The Florida Business Corporation Act. On August 12, 1998 the attached Plan of Share Exchange was approved by all the shareholders of TMI Technologies, Inc., in the manner prescribed by the Florida Business Corporation Act.

4. Names. The names of the corporations, which are parties to the share exchange, are Too Many Ideas, Inc., a Florida corporation and TMI Technologies, Inc., a Florida corporation.

5. Acquiring Corporation. TMI Technologies, Inc. is acquiring 100% of the stock of Too Many Ideas, Inc.

Dated: September 8 1998.

TOO MANY IDEAS, INC.

By: 
President - Guy Beard

TMI TECHNOLOGIES, INC.

By: 
President - Guy Beard

PLAN OF SHARE EXCHANGE

TOO MANY IDEAS, INC.
a Florida Corporation ("Too Many")

and

TMI TECHNOLOGIES, INC.,
a Florida Corporation ("TMI Tech")

- (a) Name of Corporation Whose Shares Will be Acquired. Too Many Ideas, Inc., is the corporation the shares of which will be acquired.
- (b) Name of Acquiring Corporation. The name of the acquiring corporation in the share exchange is TMI Technologies, Inc.
- (c) Terms and Conditions of Exchange. The terms of the exchange of shares are set forth in Paragraph (d) below. There are no conditions precedent to the merger.
- (d) Exchange of Shares. There are 166.66 outstanding shares of common stock of Too Many, all of which are owned as indicated below. There are no other outstanding shares. Upon consummation of the exchange Too Many shall become a wholly owned subsidiary of TMI Tech. There are no outstanding rights to acquire shares in either corporation. All of the shares of Too Many shall be exchanged for the consideration indicated below.

EXCHANGE FOR TMI TECH SHARES

<u>Names of Holders Receiving TMI Tech Shares</u>	<u># of Shares Exchanged</u>	<u>Exchange Rate</u>	<u># of TMI Tech Shares Received</u>
Guy S. Beard	85	5.4	459
James Shrader	15	5.4	81

EXCHANGE FOR CASH

All other shares (i.e., 76.66 shares) shall be exchanged for cash in the amount of \$750.07 per TMI share.

- (e) Effective Date of Exchange. The initial date of filing of the Articles of Share Exchange for this merger shall be the effective date of this exchange between Too Many and TMI Tech.