

P98000053089

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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(Business Entity Name)

(Document Number)

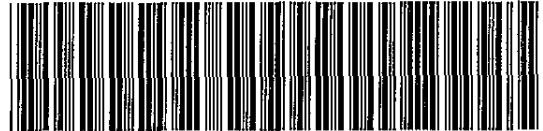
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Certificates of Status \_\_\_\_\_

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RECEIVED  
03 FEB 28 PM 12:40  
DIVISION OF CORPORATION



900013021099

*merger*

02/28/03--01055--030 \*\*70.00

02/28/03--01055--031 \*\*8.75

RECEIVED  
TALLAHASSEE, FLORIDA

03 FEB 28 PM 3:59

FILED

*2/28/03*

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

GORDON INVESCO, INC., a Florida corporation P98000053089

,

INTO

**GORDON INVESCO, INC..** a Delaware entity not qualified in Florida

File date: February 28, 2003

Corporate Specialist: Annette Ramsey

CT CORPORATION

February 28, 2003

Secretary of State, Florida  
409 East Gaines Street  
Tallahassee FL 32399

Re: Order #: 5797752 SO  
Customer Reference 1:  
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Gordon Invesco, Inc. (DE)  
Merger (Discontinuing Company)  
Florida

Gordon Invesco, Inc. (DE)  
Cert Copy of ~~Articles of Inc.~~  
Florida *Merger*

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at  
(850) 222-1092. Thank you very much for your help.

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

KUE  
THIRD  
PLEASE

**CT** CORPORATION

Sincerely,

Ashley A Mitchell  
Fulfillment Specialist  
Ashley\_Mitchell@cch-lis.com

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

ARTICLES OF MERGER  
OF  
GORDON INVESCO, INC.  
INTO  
GORDON INVESCO, INC.

FILED File in Florida  
03 FEB 28 PM 3:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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>
Gordon Invesco, Inc.	Delaware	

SECOND: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Gordon Invesco, Inc.	Florida	P98000053089

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.

FIFTH: Adoption of Merger by surviving corporation. The Plan of Merger was adopted by the shareholders of the surviving corporation on February 26, 2003.

SIXTH: Adoption of Merger by merging corporation. The Plan of Merger was adopted by the shareholders of the merging corporation on February 26, 2003.

Dated the 26<sup>th</sup> day of February, 2003.

GORDON INVESCO, INC.,  
a Delaware corporation

By: \_\_\_\_\_

  
Daniel J. Dugan, President

GORDON INVESCO, INC.,  
a Florida corporation

By: \_\_\_\_\_

  
Daniel J. Dugan, President

## **AGREEMENT AND PLAN OF MERGER**

Agreement and Plan of Merger, dated as of the 26<sup>th</sup> day of February, 2003, between Gordon Invesco, Inc., a Delaware corporation (the "Surviving Corporation") and Gordon Invesco, Inc., a Florida corporation (the "Absorbed Corporation") (the Surviving Corporation and the Absorbed Corporation hereinafter sometimes collectively referred to as the "Constituent Corporations").

### **RECITALS**

WHEREAS, the Surviving Corporation is a corporation duly organized and existing under the laws of the State of Delaware; and

WHEREAS, the Absorbed Corporation is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, the boards of directors of the Constituent Corporations deem it desirable and in the best interests of the corporations and their shareholders that Absorbed Corporation be merged into Surviving Corporation;

NOW, THEREFORE, in consideration of the premises and of the mutual covenants, provisions and agreements herein contained, and other good and lawful consideration, the receipt and sufficiency of which are hereby acknowledged, the Constituent Corporations agree as follows:

### **ARTICLE I MERGER**

1.1 At the Effective Time as defined in Section 4.1 hereof, the Absorbed Corporation shall be merged with and into the Surviving Corporation, which shall be the surviving corporation (the "Merger"). The corporate existence of the Surviving Corporation with all its purposes, powers and objects shall continue unaffected and unimpaired by the Merger. The Surviving Corporation shall, from and after the Effective Time, possess all of the rights, privileges, powers and franchises of a public as well as a private nature and be subject to and liable for all the restrictions, disabilities, debts, liabilities, obligations, penalties and duties of each of the Constituent Corporations; and all and singular, the rights, privileges, powers and franchises of each of the Constituent Corporations in all property, real, personal and mixed, and all debts due either of the Constituent Corporations on whatever account, including stocks, subscriptions and other things in action and all or every other interest of or belonging to either of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed; and the title to any real estate, whether vested by deed or otherwise in either of the Constituent Corporations, shall not revert or be in any way impaired by reason of the Merger, and no liability or obligation due or to become due at the Effective Time or any claim or demand for any cause then existing or action or proceeding pending by or against either of the Constituent Corporations or any shareholder, officer or director thereof shall be

released or impaired by the Merger; and all rights of creditors and liens upon property of either of the Constituent Corporations shall be preserved unimpaired, all in accordance with, and with the effects stated in the applicable provisions of the Delaware Code and Florida Statutes. The separate existence and corporate organization of the Absorbed Corporation shall cease upon the Effective Time, and thereupon the Absorbed Corporation and the Surviving Corporation shall be a single corporation.

1.2 If at any time after the Effective Time the Surviving Corporation shall consider or be advised that any further assignment, assurances in law, or any other things are necessary or desirable to vest, perfect or confirm of record or otherwise in the Surviving Corporation the title to any property or right of the Absorbed Corporation acquired or to be acquired by reason of or as a result of the Merger, the Absorbed Corporation and its proper officers and directors will, upon notice, execute and deliver such proper deeds, assignments and assurances, reasonably requested by the Surviving Corporation and do all things necessary or advisable to vest, perfect or confirm title to such property or rights in the Surviving Corporation and otherwise to carry out the intent and purposes of this Agreement and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Absorbed Corporation or otherwise to take any and all such action.

## **ARTICLE II CONVERSION OF SHARES**

2.1 The manner and basis of converting the shares of the Absorbed Corporation into shares of the Surviving Corporation is as follows:

(a) The shareholders of the Absorbed Corporation shall receive one-half share of stock of the Surviving Corporation for every share of stock of the Absorbed Corporation at the Effective Time. Each share of the common stock of the Absorbed Corporation issued and outstanding at the Effective Time shall be cancelled and converted into one-half share of common stock of the Surviving Corporation.

(b) At the Effective Time, each holder of certificates for shares of common stock in the Absorbed Corporation shall surrender them to the Surviving Corporation or to its duly appointed agent, in such manner as the Surviving Corporation shall legally require.

## **ARTICLE III CERTIFICATE OF INCORPORATION; BYLAWS; BOARD OF DIRECTORS; OFFICERS**

3.1 The Certificate of Incorporation of the Surviving Corporation as in effect at the Effective Time shall continue to be the Certificate of Incorporation of the Surviving Corporation until the same shall be amended as provided by law.

3.2 The bylaws of the Surviving Corporation as in effect at the Effective Time shall continue to be the bylaws of the Surviving Corporation until the same shall hereafter be altered, amended or repealed in accordance with law, the Certificate of Incorporation of the Surviving Corporation, or said bylaws.

3.3 From and after the Effective Time, the officers and directors of the Surviving Corporation immediately prior to the Effective Time shall serve in their respective capacities as the officers and directors of the Surviving Corporation, each to serve until his respective successor shall have been duly elected and qualified.

3.4 The laws which are to govern the Surviving Corporation are the laws of the State of Delaware.

#### **ARTICLE IV PROCEDURE TO AFFECT MERGER**

4.1 The Constituent Corporations shall cause a Certificate of Merger (the "Certificate of Merger") to be filed with the Secretaries of State of Delaware and Florida as provided in the Delaware Code and Florida Statutes. The Merger shall become effective upon filing with the Secretaries of State. The date and time when the Merger shall become effective is herein referred to as the "Effective Time." Each of the Constituent Corporations hereby agrees to do promptly all of such acts, and to take promptly all such measures as may be appropriate to enable it to perform as early as practicable the covenants and agreements herein provided to be performed by it.

4.2 This Agreement may be terminated by the mutual consent of the boards of directors of the Constituent Corporations.

#### **ARTICLE V MISCELLANEOUS**

5.1 This Agreement may be executed in several counterparts, each of which shall be deemed an original but all of which counterparts collectively shall constitute one instrument representing the agreement between the parties hereto.

5.2 Except as otherwise provided in this Agreement, nothing herein expressed or implied is intended or shall be construed to confer upon or give any person, firm or corporation, other than the parties hereto or their respective successors and assigns, any rights or remedies under or by reason of this Agreement.

5.3 This Agreement and Plan of Merger shall be submitted for the approval of the shareholders of the Constituent Corporations in the manner provided by applicable law at meetings to be held at such time as the boards of directors of the Constituent Corporations may agree.

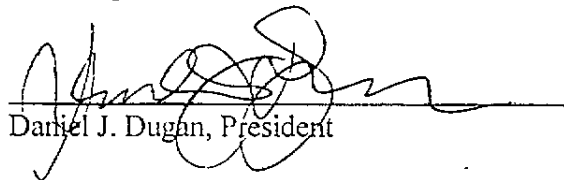


5.4 This Agreement and legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Delaware.

IN WITNESS WHEREOF, each of the parties hereto have caused this Agreement and Plan of Merger to be signed in its corporate name by its duly authorized officers all of the date first above written.

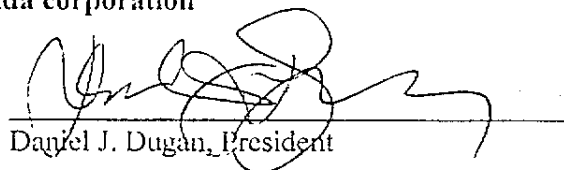
**GORDON INVESCO, INC.,**  
a Delaware corporation

By: \_\_\_\_\_

  
Daniel J. Dugan, President

**GORDON INVESCO, INC.,**  
a Florida corporation

By: \_\_\_\_\_

  
Daniel J. Dugan, President