

DAVID S. PIERCEFIELD, P.A.

COUNSELLOR AT LAW

2000 OCEANVIEW PLACE, SUITE 200  
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January 3, 2001

VIA - FEDERAL EXPRESS

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

000003523030--9  
-02/15/01--01008--012  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: GEKAS, INC.

000003523030--9  
-01/04/01--01042--017  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sir/Madam:

Enclosed for filing is the original Articles of Amendment for the above-named corporation, along with our check in the amount of \$35.00 to cover the cost of filing. Please stamp the enclosed copy of this letter "received" and return same in the envelope provided. If you have any questions, please do not hesitate to contact the undersigned.

Yours very truly,

David S. Piercefield

DSP/ab  
Enclosures

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER  
Merger Sheet

MERGING:

DAN'S ENTERPRISES, INC., a Florida entity, document #308038

INTO

**GEKAS, INC.**, a Florida entity, P98000069994.

File date: February 14, 2001

Corporate Specialist: Carol Mustain



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 11, 2001

DAVID PIERCEFIELD, P.A.  
230 LOOKOUT PLACE, SUITE 200  
MAITLAND, FL 32751

SUBJECT: GEKAS, INC.  
Ref. Number: P98000069994

We have received your document for GEKAS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

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) 487-6916.

Carol Mustain  
Corporate Specialist

Letter Number: 401A00001670



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 29, 2001

DAVID PIERCEFIELD, P.A.  
230 LOOKOUT PLACE, SUITE 200  
MAITLAND, FL 32751

SUBJECT: GEKAS, INC.  
Ref. Number: P98000069994

850-487-6897  
ATTN:  
Louise Jackson

We have received your document for GEKAS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please call in reference to your form.

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) 487-6916.

Carol Mustain  
Corporate Specialist

Letter Number: 301A00005219

From: Angie  
407-629-8118

RECEIVED  
FEB 01 2001

ARTICLES OF MERGER OF  
DAN'S ENTERPRISES, INC.  
a Florida corporation into  
GEKAS, INC.  
a Florida corporation

Pursuant to Section 607.1101 and 607.1105, Florida Statutes, DAN'S ENTERPRISES, INC., a Florida corporation (hereinafter "DEI"), and GEKAS, INC., a Florida corporation (hereinafter "GEKAS") adopt these Articles of Merger.

ARTICLE I

The parties to the merger are DEI and GEKAS.

On the Effective Date (as defined in Article V hereof) DEI shall be merged with and into GEKAS, the separate existence of DEI shall cease, and GEKAS, as the surviving corporation, shall continue its corporate existence.

ARTICLE II

The Articles of Incorporation and Bylaws of GEKAS shall be unchanged by the Merger effected hereby and such Articles of Incorporation of GEKAS shall be the Articles of Incorporation and Bylaws of such surviving corporation.

ARTICLE III

The Agreement and Plan of Merger was adopted by the directors and shareholders of DEI on December 29<sup>th</sup>, 2000 and by the directors and shareholders of GEKAS on December 29<sup>th</sup>, 2000.

ARTICLE IV

Automatically on and as of the Effective date, by virtue of the merger, and without any action on the part of the holder(s) thereof:

(i) Each share of GEKAS Common issued and outstanding as of the Effective Date shall remain issued and outstanding unaffected by the Merger and each certificate evidencing such previously issued shares of GEKAS Common shall remain valid and unimpaired by said Merger (provided, that new certificates evidencing the name change may be issued to prior shareholders.)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(ii) Each share of DEI Common outstanding and conditionally assigned to GEKAS as of the Effective Date of the Merger shall be canceled and retired and all certificates representing such shares shall be canceled and no cash or securities or other properties shall be issued in respect thereof.

(iii) If the holder(s) of any shares of DEI Common issued and outstanding as of the Effective Date of the Merger shall, in accordance with the applicable provisions of Section 607.1301, 607.1302 and 607.1320, Florida Statutes, as amended, become entitled to receive payment for such shares, such payment shall be made by the surviving corporation.

#### ARTICLE V

The merger shall become effective as of 12:00:01 A.M. on January 1, 2001 (the "Effective Date").

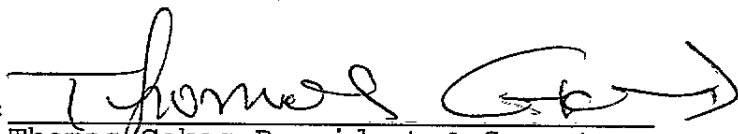
#### ARTICLE VI

These Articles of Merger may be terminated at any time prior to the Effective Date by the Board of Directors of any party, notwithstanding approval or adoption of the Agreement and Plan of Merger or these Articles of Merger by the shareholders of either or both of the parties.

At any time prior to the Effective Date these Articles of Merger may be amended by written agreement of the parties by their respective Board of Directors either before or after adoption of the Agreement and Plan of Merger by the respective shareholders of the parties.

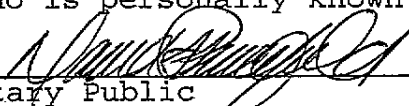
IN WITNESS WHEREOF, the parties to these Articles of Merger have caused them to be duly executed by their respective authorized officers.

DAN'S ENTERPRISES, INC.

By:   
Thomas Gekas, President & Secretary

STATE OF FLORIDA       )  
                              ) SS.  
COUNTY OF SEMINOLE    )

The foregoing instrument was acknowledged, before me this 29<sup>th</sup> day of December, 2000, by Thomas Gekas, President and Secretary of DAN'S ENTERPRISES, INC. a Florida corporation, on behalf of the corporation who is personally known to me.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires:


 David S Piercefield  
★ My Commission CC959891  
Expires September 06, 2004

GEKAS, INC.  
a Florida corporation

By: Thomas Gekas  
Thomas Gekas, President & Secretary

STATE OF FLORIDA       )  
                              ) SS.  
COUNTY OF SEMINOLE    )

The foregoing instrument was acknowledged, before me this 29<sup>th</sup> day of December, 2000, by Thomas Gekas, as President and Secretary of GEKAS, INC., a Florida corporation, on behalf of the corporation who is personally known to me.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires:

 David S Piercefield  
★ My Commission CC959891  
Expires September 06, 2004

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made as of the 29th day of December, 2000 by and between DAN'S ENTERPRISES, INC., a Florida corporation ("DEI") and GEKAS, INC., a Florida Corporation ("GEKAS"). DEI and GEKAS are sometimes referred to hereinafter as the "Constituent Corporations".

### PREMISES

DEI has an authorized capitalization of one hundred (100) shares of common stock ("DEI Common"). Five (5) shares of DEI Common are issued and outstanding on the date hereof.

GEKAS has an authorized capitalization of seven thousand (7,000) shares of common stock ("GEKAS Common") of which one thousand (1,000) shares are issued and outstanding on the date hereof.

The Boards of Directors of DEI and GEKAS deem it advisable and in the best interest of each corporation and its shareholders that a reorganization of the corporate structure of the Constituent Corporations as herein contemplated be consummated; and, in accordance therewith, that DEI be merged into GEKAS in the manner contemplated herein (the "Merger"), with GEKAS surviving; and further providing the manner and basis of canceling the shares of DEI Common held by GEKAS and of converting all other shares of DEI Common into cash and the Boards of Directors of DEI and GEKAS have directed that the proposed Merger be submitted to the shareholders of each of the respective Constituent Corporations.

### AGREEMENT

THEREFORE, GEKAS and DEI hereby agree that, pursuant to Florida corporate law, DEI shall be merged with and into GEKAS, that GEKAS shall be the surviving corporation, and that the plan, terms and conditions of such merger shall be as follows:

### ARTICLE I

#### MERGER OF DEI INTO GEKAS; STOCKHOLDER APPROVAL; EFFECTIVE DATE

Section 1.01. On the Effective Date, as defined in Section 1.04, DEI shall be merged with and into GEKAS, the separate existence of DEI shall cease, and GEKAS, as surviving corporation, shall continue its corporate existence under the laws of the state of Florida, as the surviving corporation, and shall succeed, insofar as permitted by applicable law, to all rights, assets, liabilities and obligations of DEI in accordance with Florida's corporate law.

Section 1.02. This Agreement shall be submitted to the respective shareholders of each of the Constituent Corporations pursuant to applicable state corporation statutes. The affirmative votes of a majority of all of the issued and outstanding shares of each of the Constituent Corporations entitled to vote thereon shall be necessary to adopt this Agreement.

Section 1.03. If this Agreement is duly adopted by the shareholders of the Constituent Corporations, and this Agreement is not terminated or abandoned as provided in Article 5 hereof, as soon as practicable, Articles of Merger in substantially the form attached hereto as Exhibit "A" shall be executed and delivered for filing to the office of the Secretary of State of Florida, as required by applicable law.

Section 1.04. The merger shall become effective as of 12:00:01 a.m. on January 1, 2001. ("Effective Date").

## ARTICLE II

### ARTICLES OF INCORPORATION

The Articles of Incorporation and Bylaws of GEKAS shall be unchanged by the Merger contemplated hereby and such Articles shall be the Articles of Incorporation and Bylaws of GEKAS as the surviving corporation, until the same shall thereafter be altered, amended or repealed in accordance with applicable law.

## ARTICLE III

### STATUS AND CONVERSION OF SECURITIES

Automatically on and as of the Effective Date, by virtue of the Merger, and without any action on the part of the holder(s) thereof:

(i) Each share of GEKAS Common issued and outstanding immediately prior to the Effective Date shall remain issued and outstanding unaffected by the Merger and each certificate evidencing such previously issued shares of GEKAS Common shall remain valid and unimpaired by said Merger;

(ii) Each share of DEI Common outstanding and conditionally assigned to by GEKAS as of the Effective Date of the Merger shall be canceled and retired and all certificates representing such shares shall be canceled and no cash or securities or other properties shall be issued in respect thereof.

(iii) If the holder(s) of any shares of DEI Common issued and outstanding prior to the Effective Date of the Merger shall, in accordance with the applicable provisions of Section 607.1301,

607.1302 and 607.1320, Florida Statutes, as amended, become entitled to receive payment for such shares, such payment shall be made by the surviving corporation.

#### ARTICLE IV

##### COVENANTS

Section 4.01. Each Constituent Corporation agrees that it will, as promptly as reasonably possible, notice, call and hold an annual or special meeting of its shareholders, at which meeting it will submit this Agreement for adoption by its shareholders entitled to vote thereon, or otherwise approve this agreement and Plan of Merger by written action.

Section 4.02. Each party agrees that it will make every reasonable effort to obtain such consents or approvals to take such actions as may be necessary or appropriate in furtherance of the transactions contemplated hereby.

#### ARTICLE V

##### TERMINATION

Notwithstanding anything to the contrary contained herein, this Agreement may be terminated at any time prior to the Effective Date by the Board of Directors of either corporation, notwithstanding approval or adoption of this Agreement by the shareholders of both or either of the Corporations.

#### ARTICLE VII

##### MISCELLANEOUS

Section 6.01. Prior to the Effective Date, this Agreement may be amended by an agreement in writing of the Corporation by their Board of Directors either before or after adoption by the respective shareholders of the Constituent Corporation.

Section 6.02. At any time prior to the Effective Date, the Corporations hereto may, by written agreement, extend the time for the performance of any of the obligations or other acts of the Corporations hereto, waive any inaccuracy in the Statements contained in this Agreement or in any document delivered pursuant hereto, or waive compliance with any of the covenants, conditions or agreements contained in this Agreement.

IN WITNESS WHEREOF, GEKAS and DEI have caused, this Agreement and Plan of Merger to be executed as of the date first above written.

"DEI"

DAN'S ENTERPRISES, INC.  
a Florida corporation

By: Thomas Gekas  
Thomas Gekas,  
President and Secretary

"GEKAS"

GEKAS, INC.  
a Florida corporation

By: Thomas Gekas  
Thomas Gekas,  
President & Secretary