

P98000075830

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

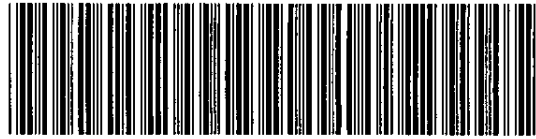
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Certificates of Status ☒

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12/08/08--01059--003 \*\*78.75

Effective date  
12-31-08

Mergen NC  
Tlews  
12-11-08

FILED  
2008 DEC -8 PM 4:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**HAMRICK, PERREY, QUINLAN & SMITH, P.A.**

ATTORNEYS AT LAW

601 12<sup>TH</sup> STREET WEST  
BRADENTON, FLORIDA 34205

LISA A. BELL  
PATRICK G. BRYANT  
LORI M. DORMAN ▼  
JANELLE L. ESPOSITO \*  
MICHAEL M. HAMRICK •  
JAMES E. JOHNSON II  
PHILIP E. PERREY ■  
JOHN V. QUINLAN  
GILBERT A. SMITH, JR.

MAILING ADDRESS:  
POST OFFICE BOX 551  
BRADENTON, FL 34206

- Board Certified Wills, Trusts & Estates Lawyer
- Board Certified Real Estate Lawyer
- ▼ Also admitted in Colorado
- \* Also admitted in Illinois, Kansas and Missouri

WEBSITE: [www.hpqs.com](http://www.hpqs.com)  
TELEPHONE (941) 747-1871  
FACSIMILE (941) 745-2866

December 5, 2008

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Articles of Merger (with subsequent name change effective upon merger included)  
Interlachen Properties, Inc., surviving corporation  
Video Techniques, Inc., merging corporation

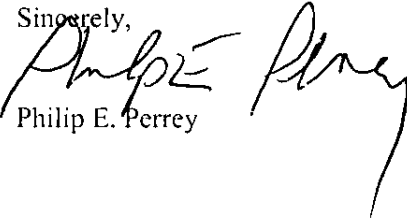
Dear Sir or Madame:

Enclosed please find the Articles of Merger with Plan of Merger attached thereto regarding the above entities along with our Firm's Check in the amount of \$78.75, representing the fees as follows:

\$35.00 for merging corporation  
\$35.00 for surviving corporation  
\$ 8.75 for certificate of status.  
\$78.75 TOTAL

**If you have any questions regarding this matter or if additional fees may be due, please call me collect at 941-747-1871. If additional fees are due, they can be promptly submitted upon notification. It is our goal to ensure this merger is effective by December 31, 2008. Upon filing, you can return the original Certificate of Status to me in the pre-addressed, stamped envelope.**

Sincerely,

  
Philip E. Perrey

PEP:tjh  
Encs.

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

**FILED**  
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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, Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Interlachen Properties, Inc.	Florida	P98000075830

**Second:** The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Video Techniques, Inc.	Florida	G51471

**Third:** The Plan of Merger is attached, and provides for a change to the surviving corporation's Articles of Incorporation, changing its name from Interlachen Properties, Inc. to Video Techniques, Inc., which shall take effect on the Effective Date of this merger.

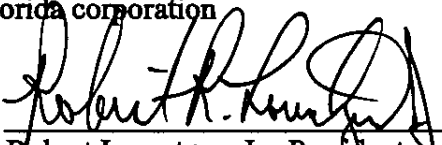
**Fourth:** The merger shall become effective on December 31, 2008.

**Fifth:** The Plan of Merger was adopted by Robert Lorentzen, Jr., the sole shareholder of the surviving corporation on 12/01/08, 2008.

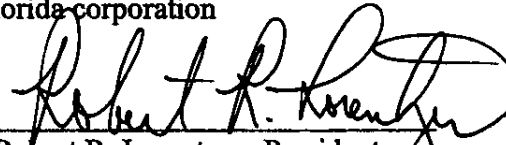
**Sixth:** The Plan of Merger was adopted by Robert R. Lorentzen, the sole shareholder of the merging corporation on 12/01/08, 2008.

**Seventh:** Signatures for each corporation:

Interlachen Properties, Inc.  
a Florida corporation

By:   
Robert Lorentzen, Jr., President  
Date: 12/01/08, 2008

Video Techniques, Inc.  
a Florida corporation

By:   
Robert R. Lorentzen, President  
Date: 12/01/08, 2008

**PLAN OF MERGER**  
**(Non Subsidiaries)**

The following plan of merger is submitted in compliance with Section 607.1101, Florida Statutes, et seq., of the Florida Business Corporation Act (the "Act").

**First:** The name and jurisdiction of the surviving corporation:

**Name:**

**Jurisdiction:**

**INTERLACHEN PROPERTIES, INC.**

**a Florida for profit corporation**

**Second:** The name and jurisdiction of the merging corporation:

**Name:**

**Jurisdiction:**

**VIDEO TECHNIQUES, INC.**

**a Florida for profit corporation**

The surviving corporation and the merging corporation are sometimes referred to below collectively as the "constituent corporations".

**Third:** The terms and conditions of the merger are as follows:

A. The Articles of Incorporation of the surviving corporation, as in effect immediately before the Effective Date, with the following change, shall be the Articles of Incorporation of the surviving corporation, until further amended as provided by law. The change to the surviving corporation's Articles of Incorporation, which shall take effect on the Effective Date, is as follows:

**ARTICLE I – NAME**

The name of this corporation is VIDEO TECHNIQUES, INC.

In all other respects, the Articles of Incorporation of the surviving corporation shall remain unchanged.

B. On the Effective Date, the separate existence of the merging corporation shall cease, and the title to all real estate and other property, or any interest therein, owned by each corporation party to the merger is vested in the surviving corporation without reversion or impairment; and, the surviving corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each corporation party to the merger, all as more particularly set forth in Section 607.1106 of the Act.

**Fourth:** The manner and basis of converting shares of the merging corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in

whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

A. Upon the Effective Date, each share of the merging corporation's stock that is issued and outstanding at that time shall without more be converted into and exchanged for one share of the surviving corporation in accordance with this Plan. Each share of the surviving corporation's stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of the surviving corporation's stock.

B. All shares of the surviving corporation's stock into which the merging corporation's stock shall have been converted under this Plan shall be deemed to have been paid in full in exchange for such converted shares.

**Fifth:** Other provisions relating to the merger are as follows:

A. If at any time after the Effective Date surviving corporation shall determine that any further conveyances, agreements, documents, instruments, and assurance or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of surviving corporation or merging corporation, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of surviving corporation, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in surviving corporation, or to otherwise carry out the provisions of this Plan.

B. After this plan of merger is approved by the shareholders, or adopted by the board of directors if shareholder approval is not required, the surviving corporation shall deliver articles of merger for filing to the Florida Department of State which shall be executed by each corporation as required by Section 607.0120 of the Act, and this Plan shall become an exhibit to such articles of merger.

C. Any of the terms or conditions of this Plan may be waived at any time by either of the constituent corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Boards of Directors of such party, or may be amended or modified in whole or in part any time before the vote of the shareholders of the constituent corporations by an agreement in writing executed in the same manner (but not necessary by the same persons), or at any time thereafter as long as any such change is in accordance with the provisions of Section 607.1103 of the Act.

D. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both constituent corporations, notwithstanding favorable action by the shareholders of the respective constituent corporations.