

P98000098004

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

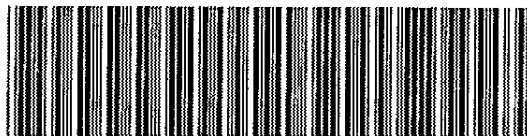
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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800079246758

08/30/06--01057--001 \*\*43.75

09/19/06--01008--017 \*\*35.00

FILED  
06 SEP 19 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Merger  
RB  
9/19

# MULLER, MULLER & COMPANY

August 29, 2006

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Elderwatch, Inc.

Dear Sir or Madam:

Please file the attached Articles of Merger and send us a certified copy.

Should there be an error on the attached please contact me ASAP at the info below.

Please send me the Certified Copy via overnight delivery using our enclosed prepaid DHL envelope.

Thank you for your attention to this matter.

Very truly yours,

Mimi Nachison

Email: Mimi@incbypro.com



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 5, 2006

MIMI NACHISON  
MULLER, MULLER & COMPANY  
20 ROBERT PITT DR., SUITE 214  
MONSEY, NY 10952

SUBJECT: ELDERWATCH, INC.  
Ref. Number: P98000098004

We have received your document for ELDERWATCH, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The merger submitted was prepared in compliance with section 607.1109 Florida Statutes which provides for mergers between domestic corporations and other business entities as defined in section 607.1108, Florida Statutes. Pursuant to section 607.1108(7), Florida Statutes, any merger consisting solely of the merger of one or more domestic corporations with or into one or more foreign corporations shall be consummated solely in accordance with section 607.1107, Florida Statutes. Section 607.1107, Florida Statutes then refers you to section 607.1105, Florida Statutes. Enclosed is a merger form for your convenience.

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.

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) 245-6880.

Karen Gibson  
Document Specialist Supervisor

Letter Number: 006A00053790

# MULLER, MULLER & COMPANY

September 13, 2006

Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399  
Attn: Karen Gibson

Re: Elderwatch, Inc.

Dear Karen:

Attached is our resubmission of the Articles of Merger for filing.

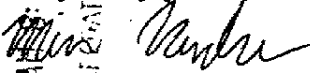
As per our conversation I have enclosed the missing \$35 please send us a certified copy.

Should there be an error on the attached please contact me ASAP at the info below.

Please send me the Certified Copy via overnight delivery using our enclosed prepaid DHL envelope.

Thank you for your attention to this matter.

Very truly yours,



Mimi Nachison

Email: Mimi@incbypro.com

06 SEP 18 2006  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32399



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 5, 2006

MIMI NACHISON  
MULLER, MULLER & COMPANY  
20 ROBERT PITT DR., SUITE 214  
MONSEY, NY 10952

SUBJECT: ELDERWATCH, INC.  
Ref. Number: P98000098004

We have received your document for ELDERWATCH, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The merger submitted was prepared in compliance with section 607.1109 Florida Statutes which provides for mergers between domestic corporations and other business entities as defined in section 607.1108, Florida Statutes. Pursuant to section 607.1108(7), Florida Statutes, any merger consisting solely of the merger of one or more domestic corporations with or into one or more foreign corporations shall be consummated solely in accordance with section 607.1107, Florida Statutes. Section 607.1107, Florida Statutes then refers you to section 607.1105, Florida Statutes. Enclosed is a merger form for your convenience.

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.

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) 245-6880.

Karen Gibson  
Document Specialist Supervisor

Letter Number: 006A00053790

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Energtek Inc.  
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Isaac Muller  
(Contact Person)

Muller & Company  
(Firm/Company)

20 Robert Pitt Drive, Suite 214  
(Address)

Monsey, NY 10952  
(City/State and Zip Code)

For further information concerning this matter, please call:

Isaac Muller At ( 845 ) 425-0077  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

# **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, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Energtek Inc.	Nevada	

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Elderwatch, Inc.	Florida	P98000098004

**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.

**OR**      /      /      (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**Fifth:** Adoption of Merger by **surviving** corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on August 22, 2006 and shareholder approval was not required.

**Sixth:** Adoption of Merger by **merging** corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on August 22, 2006 and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED  
06 SEP 19 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Name of Corporation

Typed or Printed Name of Individual & Title

Director

**Energtek Inc.**

1 April

Doron Uziel, President



PLAN AND AGREEMENT OF MERGER  
OF  
ELDERWATCH, INC.  
(a Florida corporation)  
AND  
ENERGTEK INC.  
(a Nevada corporation)

PLAN AND AGREEMENT OF MERGER entered into on August 22, 2006 by Elderwatch, Inc., a Florida corporation ("Elderwatch"), and approved by resolution adopted by its Board of Directors on said date, and entered into on August 22, 2006, by Energtek Inc., a Nevada corporation ("Energtek"), and approved by resolution adopted by its Board of Directors on said date.

WHEREAS, Elderwatch is a business corporation of the State of Florida;

WHEREAS, Energtek is a business corporation of the State of Nevada;

WHEREAS, Energtek is the wholly-owned subsidiary of Elderwatch;

WHEREAS, the Florida Business Corporation Act permits a merger of a business corporation of the State of Florida with and into a business corporation of another jurisdiction;

WHEREAS, Elderwatch does not intend to carry on any business except the business necessary to wind up and liquidate its business and affairs by means of a merger with and into a business corporation of the State of Nevada; and

WHEREAS, Elderwatch and Energtek and the respective Boards of Directors thereof declare it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge Elderwatch with and into Energtek (the "Merger") pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the Nevada Revised Statutes upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by Elderwatch and approved by a resolution adopted by its Board of Directors and being thereunto duly entered into by Energtek and approved by a resolution adopted by its Board of Directors, the Merger and the terms and conditions thereof and the mode of carrying the same into effect, are hereby determined and agreed upon as hereinafter in this Plan and Agreement of Merger set forth.

1. Elderwatch shall, pursuant to the provisions of the Florida Business Corporation Act and to the provisions of the Nevada Revised Statutes, be merged with and into Energtek, which shall be the surviving corporation from and after the effective

time of the Merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under the name Energtek pursuant to the provisions of the Nevada Revised Statutes. The separate existence of Elderwatch, which is sometimes hereinafter referred to as the "terminating corporation", shall cease at said effective time in accordance with the provisions of the Florida Business Corporation Act.

2. The present Articles of Incorporation of the surviving corporation will be the Articles of Incorporation of the surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Nevada Revised Statutes.

3. The present By-Laws of the surviving corporation will be the By-Laws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Nevada Revised Statutes.

4. The directors and officers in office of the surviving corporation at the effective time of the Merger shall be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Each issued share of the common stock of the terminating corporation shall, from and after the effective time of the Merger, be converted into one (1) share of the common stock of the surviving corporation. The surviving corporation shall not issue any certificate or scrip representing a fractional share of common stock but shall instead issue one (1) full share for any fractional interest arising from the Merger.

6. Stockholders of the terminating corporation shall continue to have rights to notices, distributions or voting with respect to the surviving corporation, and shall receive certificates representing shares of the surviving corporation upon tender of certificates representing shares of the terminating corporation for exchange.

7. Except to the extent otherwise provided in the terms of outstanding options, warrants or other rights to purchase, or securities convertible into or exchangeable for common stock of the terminating corporation, each outstanding option, warrant or other right to purchase, and each outstanding security convertible into or exchangeable for common stock shall be converted into an option, warrant or other right to purchase, or security convertible into or exchangeable for common stock of the surviving corporation on the basis of one (1) share of the common stock of the surviving corporation for each share of common stock of the terminating corporation. The exercise price or conversion ratio set forth in such option, warrant or other right to purchase, or security convertible into or exchangeable for common stock of the surviving corporation shall be ratably adjusted so that the total exercise or conversion price shall be the same as

under the option, warrant, or other right to purchase, or security convertible into or exchangeable for common stock of the terminating corporation.

8. In the event that this Plan and Agreement of Merger shall have been fully approved and adopted upon behalf of the terminating corporation in accordance with the provisions of the Florida Business Corporation Act and upon behalf of the surviving corporation in accordance with the provisions of the Nevada Revised Statutes, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Florida and by the laws of the State of Nevada, and that they will cause to be performed all necessary acts within the State of Florida and the State of Nevada and elsewhere to effectuate the Merger herein provided for.

9. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger or of the Merger herein provided for.

10. The effective time of this Plan and Agreement of Merger, and the time at which the Merger herein agreed shall become effective in the State of Florida and the State of Nevada, shall be on the last to occur of:

- (a) the approval of this Plan and Agreement of Merger by the stockholders of the terminating corporation in accordance with the Florida Business Corporation Act; or
- (b) the date this Plan and Agreement of Merger, or a certificate of merger meeting the requirements of the Nevada Revised Statutes, is filed with the Secretary of State of the State of Nevada; or
- (c) the date this Plan and Agreement of Merger, or a certificate of merger meeting the requirements of the Florida Revised Statutes, is filed with the Secretary of State of the State of Florida.

11. Notwithstanding the full approval and adoption of this Plan and Agreement of Merger, the said Plan and Agreement of Merger may be terminated at any time prior to the filing thereof with the Secretary of State of the State of Nevada.

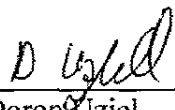
12. Notwithstanding the full approval and adoption of this Plan and Agreement of Merger, the said Plan and Agreement of Merger may be amended at any time and from time to time prior to the filing thereof with the Secretary of State of the State of Florida and at any time and from time to time prior to the filing of any requisite merger documents with the Secretary of State of the State of Nevada except that, without the approval of the stockholders of Elderwatch and the stockholders of Energtek, no such

amendment may (a) change the rate of exchange for any shares of Elderwatch or the types or amounts of consideration that will be distributed to the holders of the shares of stock of Elderwatch; (b) any term of the Articles of Incorporation of the surviving corporation; or (c) adversely affect any of the rights of the stockholders of Elderwatch or Energtek.

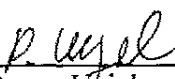
IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby executed upon behalf of each of the constituent corporations parties hereto.

Dated: August 22, 2006

ELDERWATCH, INC., a Florida corporation

By:   
Doron Uziel  
President, Chief Executive Officer, Chief  
Financial Officer, and Chief Accounting  
Officer

ENERGTEK INC., a Nevada corporation

By:   
Doron Uziel  
President, Chief Executive Officer, Chief  
Financial Officer, and Chief Accounting  
Officer