

P98000101501

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Our File No. 3585.001

March 5, 2001

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

800003818618--7  
-03/08/01--01049--014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: **Stratford International, Inc.**

Dear Sir or Madam:

Enclosed for filing are two originals of the Articles of Merger and Plan and Agreement of Merger of Stratford International, Inc. and our check in the amount of \$78.75. Please send us a certified copy in the enclosed, self-addressed, stamped envelope.

If you have any questions, please do not hesitate to contact me. Thank you for your assistance in this matter.

Sincerely,

RUMLER LAW CORPORATION PC

*Pegi Fennelly*

Pegi Fennelly  
Legal Assistant

/paf

Enclosures

merger  
T. LEWIS MAR 13 2001

FILED  
01 MAR -8 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

STRATFORD INTERNATIONAL, INC., a Florida entity, P98000101501.

INTO

**STRATFORD INTERNATIONAL, INC..** a Colorado corporation not qualified in  
Florida

File date: March 8, 2001

Corporate Specialist: Thelma Lewis

**ARTICLES OF MERGER  
OF  
STRATFORD INTERNATIONAL, INC.**

The undersigned, natural persons over the age of eighteen (18) years, being the lawfully authorized Chairman and President of Stratford International, Inc., a Florida corporation, (the "Merging Corporation"), and Stratford International, Inc., a Colorado corporation, (the "Surviving Corporation"), adopt and submit for filing the following Articles of Merger under the laws of the states of Florida and Colorado:

**ARTICLE 1**

The name and jurisdiction of organization of each constituent entity is as follows:

<u>Corporate Name</u>	<u>State of Incorporation</u>	<u>Governing Law</u>
Stratford International, Inc. ("Surviving Corporation")	Colorado	Colorado
Stratford International, Inc. ("Merging Corporation")	Florida	Florida

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE 2**

The Plan and Agreement of Merger ("Plan of Merger"), attached hereto as Exhibit A, and incorporated herein by reference, has been properly approved, adopted and authorized by both the Surviving Corporation and the Merging Corporation in accordance with the laws of their respective states of incorporation.

**ARTICLE 3**

Approval of a parent corporation was not required.

**ARTICLE 4**

The Plan of Merger was approved by the unanimous consent of the sole shareholder of the Surviving Corporation and by the unanimous consent of the sole shareholder of the Merging Corporation on February 12<sup>th</sup>, 2001. The number of votes cast by shareholders of the Merging Corporation in favor of the merger was 100. The number of votes cast by shareholders of the Surviving Corporation in favor of the merger was 10,000.

**ARTICLE 5**

The Articles of Incorporation of the Surviving Corporation shall continue to be its Articles of Incorporation after the effective date of the merger, without any changes or amendments.

**ARTICLE 6**

The laws of the State of Florida under which the Merging Corporation is organized permits such merger. The laws of the State of Colorado under which the Surviving Corporation is organized permits such merger.

**ARTICLE 7**

The Plan of Merger was duly recommended by the respective Boards of Directors to their shareholders and the shareholders of each Corporation unanimously approved the Plan of Merger.

**ARTICLE 8**

The effective date of the merger shall be February, 124, 2001, or such later date as shall be required by law.

**ARTICLE 9**

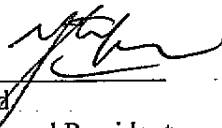
The address of the principal office of the Surviving Corporation is 2200 Chambers Road, Unit J, Aurora, Colorado, 80011.

**ARTICLE 10**

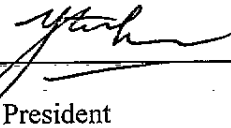
Upon the consummation of this merger, the Surviving Corporation shall be deemed to have authorized service of process on it in connection with any proceeding by registered or certified mail, return receipt requested, to the address of its principal office as set forth in Article 9 above.

EXECUTED this 124 day of February, 2001.

Stratford International, Inc.,  
a Colorado corporation,  
(the Surviving Corporation)

By:   
E. J. Stratford  
Its: Chairman and President

Stratford International, Inc.,  
a Florida corporation,  
(the Merging Corporation)

By:   
E. J. Stratford  
Its: Chairman and President

## PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger (this "Agreement") is made and entered into this 12<sup>th</sup> day of February, 2001, and is by and between Stratford International, Inc., a Florida corporation, (the "Merging Corporation") and Stratford International, Inc., a Colorado corporation, (the "Surviving Corporation"). In accordance with the Florida Business Corporations Act and the Colorado Revised Statutes, this Plan and Agreement of Merger provides for the merger of the Merging Corporation into the Surviving Corporation, pursuant to the terms and conditions of this Agreement. For purposes of this Agreement, the Merging Corporation and the Surviving Corporation are sometimes referred to herein collectively as the "Constituent Corporations."

Now therefore, in consideration of the covenants and agreements set forth in this Agreement and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Merging Corporation and the Surviving Corporation agree as follows:

1. The name, address, state of incorporation and governing law of each Constituent Corporations is as follows:

<u>Corporate Name</u>	<u>Address</u>	<u>State of Incorporation</u>	<u>Governing Law</u>
Stratford International, Inc. ("Surviving Corporation")	2200 Chambers Rd., Unit J Aurora, Colorado	Colorado	Colorado
Stratford International, Inc. ("Merging Corporation")	2929 E. Commercial Blvd. Suite 410 Fort Lauderdale, Florida	Florida	Florida

2. The name of the Surviving Corporation, a Colorado corporation, shall be and remain *Stratford International, Inc.*

3. The terms and conditions of the merger are as follows:

- (a) The Merging Corporation shall be merged into the Surviving Corporation.
- (b) Surviving Corporation accepts all of the assets and liabilities of the Merging Corporation.

4. The manner and basis of converting the shares of the Merging Corporation into shares of the Surviving Corporation are as follows:

- (a) The outstanding shares of the Merging Corporation shall be canceled.
- (b) Identical shares of the Surviving Corporation shall be issued in exchange for the canceled shares of the Merging Corporation.

5. The Articles of Incorporation of the Surviving Corporation shall continue to be its Articles of Incorporation, without any changes or amendments.

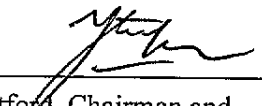
6. This Plan shall be adopted and shall become effective on February 12th, 2001, or such later date as shall be required by law.

7. The laws of the State of Colorado under which the Surviving Corporation is organized permits such merger.

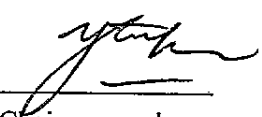
8. The laws of the State of Florida under which the Merging Corporation is organized permits such merger.

The Surviving Corporation and the Merging Corporation have executed this Agreement as of the day and year first above written.

Stratford International, Inc.  
(The Surviving Corporation)

By:   
E. J. Stratford, Chairman and  
President

Stratford International, Inc.  
(The Merging Corporation)

By:   
E. J. Stratford, Chairman and  
President