

P99000003289

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Pinnacle Investment Management Corp.
(Name of Surviving Corporation)

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

Please return all correspondence concerning this matter to following:

Craig Bavaro
(Contact Person)

Pinnacle Investment Management Corp.
(Firm/Company)

4620 Amherst Drive #63
(Address)

West Palm Beach, FL 33417
(City/State and Zip Code)

For further information concerning this matter, please call:

Craig Bavaro At (626) 818-9502
(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)
Pinnacle Investment Management Corp.	Florida	P99000003289

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Data Quest Software Solutions, Inc.	Florida	P99000003283
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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
January 2, 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
January 2, 2006 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Pinnacle Investment Management Corp.

Craig Bavaro, President

Data Quest Software Solutions, Inc.

Craig Bavaro, President

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

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

Name

Jurisdiction

Pinnacle Investment Management Corp.

Florida

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

Name

Jurisdiction

Data Quest Software Solutions, Inc.

Florida

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

Pinnacle Investment Management Corp. will acquire all tangible and intangible assets of Data Quest Software Solutions, Inc. This includes but is not limited to all rights and ownership to the software products known as the Management Reporting System (MRS) in both its DOS and Windows versions as well as the software product known as the Post Closing System (PCS) in its DOS version. This shall further include but is not limited to all source codes, development and operating versions of the software, design specifications and documentation (electronic and paper based), icons and user graphical interfaces, trademarks and registrations, etc.

Fourth: The manner and basis of converting the shares of each 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:

One for one on an equal basis.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

None

OR

Restated articles are attached:

None

Other provisions relating to the merger are as follows:

The name Data Quest Software Solutions, Inc. will become a DBA of Pinnacle Investment Management Corp. upon recordation of the Articles of Merger with the State of Florida. To that end the surviving entity will cause to be filed an Application for Registration of Fictitious Name as soon as practical upon confirmation of recording of said merger.