

P99000004726

(Requestor's Name)

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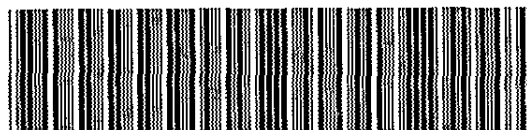
(Business Entity Name)

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EFFECTIVE DATE
6/31/02

Merged

12/20/02--01044--009 **148.75

RECEIVED
02 DEC 20 AM 11:55
DIVISION OF CORPORATION

FILED
02 DEC 23 PM 4:31
STATE
TALLAHASSEE, FLORIDA

*00789, 00721, 00524, 00672 12/26/02

ARTICLES OF MERGER
Merger Sheet

MERGING:

1

INTERNATIONAL CAPITAL SERVICES, INC., a Florida corp M46875

ICS DELFLA INC., a Florida corp. P99000108927

ICS OFFSHORE INC., a Florida corp. P99000108929

INTO

ICS HOLDINGS, INC., a Florida entity, P99000004726

File date: December 23, 2002, effective December 31, 2002

Corporate Specialist: Annette Ramsey



UCC FILING & SEARCH SERVICES, INC.
 526 East Park Avenue
 Tallahassee, Florida 32301
 (850) 681-6528

HOLD
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December 20, 2002

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

ICS Delfla, Inc., International Capital Services, Inc. and ICS Offshore, Inc.

Filing Evidence

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy

Retrieval Request

- ☐ Photocopy
- ☐ Certified Copy

Type of Document

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include
Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 20, 2002

UCC Filing & Search Services, Inc.
526 East Park Ave.
Tallahassee, FL 32301

SUBJECT: ICS OFFSHORE INC.
Ref. Number: P99000108929

We have received your document for ICS OFFSHORE INC. and your check(s) totaling \$148.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

Please see the enclosed printout for ICS DelFla Inc. The comma needs to be removed from the name throughout the document.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Document Specialist

Letter Number: 502A00066996

RECEIVED
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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12/31/02

ARTICLES OF MERGER
OF
ICS DELFLA, INC., INTERNATIONAL CAPITAL SERVICES, INC.
AND ICS OFFSHORE, INC.
INTO
ICS HOLDINGS, INC.

FILED
02 DEC 23 PM 4:31
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER between ICS DELFLA, INC., a Florida corporation, INTERNATIONAL CAPITAL SERVICES, INC., a Florida corporation, ICS OFFSHORE, INC., a Florida corporation, and ICS HOLDINGS, INC., a Florida corporation.

Pursuant to Section 607.1105 of the Florida Business Corporation Act, ICS DELFLA INC., INTERNATIONAL CAPITAL SERVICES, INC., ICS OFFSHORE INC., and ICS HOLDINGS, INC., adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated effective December 31, 2002, was approved and adopted by the shareholders of ICS DELFLA, INC., on December 17th, 2002, was adopted by the shareholders of INTERNATIONAL CAPITAL SERVICES, INC., on December 17th, 2002, was adopted by the shareholders of ICS OFFSHORE, INC., on December 17th, 2002, and was adopted by the shareholders of ICS HOLDINGS, INC., on December 17th, 2002.

2. Pursuant to the Plan of Merger, all issued and outstanding shares of ICS DELFLA INC., INTERNATIONAL CAPITAL SERVICES, INC., and ICS OFFSHORE INC., INC.'s, stock will be acquired by means of a merger of ICS DELFLA, INC., INTERNATIONAL CAPITAL SERVICES, INC., and ICS OFFSHORE INC., into ICS HOLDINGS, INC. with ICS HOLDINGS, INC. being the surviving corporation.

3. The Plan of Merger is attached as Exhibit "A" and incorporated by reference as if fully set forth.

4. Pursuant to Section 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be December 31, 2002.

IN WITNESS WHEREOF, the parties have set their hands this 17th day of December, 2002.

ICS HOLDINGS, INC.,
a Florida corporation

By:


MICHAEL M. MATLUCK, President

ICS DELFLA INC.,
a Florida corporation

By:


MICHAEL M. MATLUCK, President

INTERNATIONAL CAPITAL SERVICES,
INC.
a Florida corporation

By:


MICHAEL M. MATLUCK, President

ICS OFFSHORE INC.,
a Florida corporation

By:


MICHAEL M. MATLUCK, President

EXHIBIT A

PLAN OF MERGER

Merger between ICS HOLDINGS, INC. (the "Surviving Corporation" hereinafter "HOLDINGS"), and ICS DELFLA INC., INTERNATIONAL CAPITAL SERVICES, INC., and ICS OFFSHORE, INC., (the "Disappearing Corporations" hereinafter "THE SUBSIDIARIES"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with Section 607.1101 et seq. of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of HOLDINGS shall, without any changes, be the Articles of the Surviving Corporation from and after the Effective Date until amended as permitted by law.

2. Distribution to Shareholders of the Constituent Corporations. Upon the Effective Date, each share of THE SUBSIDIARIES's common stock shall be permanently retired. Each share of HOLDINGS's stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of HOLDINGS stock.

3. Satisfaction of Rights of THE SUBSIDIARIES's Shareholders. All shares of HOLDINGS stock into which shares of THE SUBSIDIARIES shall have been converted, and for which THE SUBSIDIARIES shares become exchangeable pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Effect of Merger. On the Effective Date, the separate existence of THE SUBSIDIARIES shall cease, and HOLDINGS shall be fully vested in THE SUBSIDIARIES's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1106 of the Act.

5. Supplemental Action. If at any time after the Effective Date, HOLDINGS shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out provisions of this Plan, the appropriate officers of THE SUBSIDIARIES or HOLDINGS as the case may be, whether past or remaining in office, shall execute and deliver upon the request of HOLDINGS, 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 HOLDINGS, or to otherwise carry out the provisions of this Plan.

6. Filing with the Florida Department of State and Effective Date. HOLDINGS and THE SUBSIDIARIES shall cause their respective Presidents to execute Articles of Merger in the form attached hereto and upon such execution, this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by HOLDINGS to the Florida Department of State. In accordance with Section 607.1105 of the Act, the Articles of Merger shall specify the "Effective Date" which shall be December 31, 2002.

7. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time prior to the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with Section 607.1103 of the Act.

8. Termination. At any time before the Effective Date, 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.

ICS HOLDINGS, INC.,
a Florida corporation

By:



MICHAEL M. MATLUCK, President

ICS DELFLA INC.,
a Florida corporation

By:



MICHAEL M. MATLUCK, President

INTERNATIONAL CAPITAL SERVICES,
INC.,
a Florida corporation

By: 
MICHAEL M. MATLUCK, President

ICS OFFSHORE INC.,
a Florida corporation

By: 
MICHAEL M. MATLUCK, President