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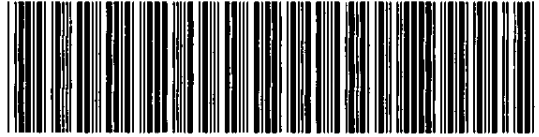
(Business Entity Name)

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12/18/08--01023--002 \*\*70.00

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~~12-22-08~~

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08 DEC 18 PM 2:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Morgan  
w/ Name  
Change

12/30/08

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LAW OFFICE  
**NELSON C. KESHEN, P.A.**  
9130 South Dadeland Boulevard, Suite 1511  
Miami, Florida 33156-7851

Telephone: (305) 670-7010

Facsimile: (305) 670-6203

**FEDERAL EXPRESS**

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**Re: Articles of Merger**  
**Lastcut Tool & Machinery, Inc/ Protag Systems, Inc.**

Dear Madam/Sir:

We are enclosing in duplicate articles of merger for the above referenced entities. The surviving entity, Protag Systems, Inc. as a result of the merger will have a name change to Protag Lastcut, Inc. We would appreciate receiving the duplicate copy back stamped to acknowledge its receipt.

The filing fee of \$70.00 is enclosed for the merger.

Please provide us with a certified copy of the merger. Our check in the amount of \$35 is enclosed for such purpose.

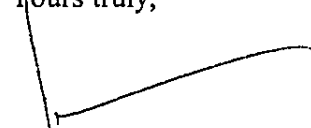
The effective date of the merger will be upon you filing the articles.

We are also enclosing a self addressed, postage paid return envelope.

Should you have any questions, please contact us.

Thank you.

Yours truly,



NELSON C. KESHEN

NCK/ct

Enclosures

## ARTICLES OF MERGER

LASTCUT TOOLS & MACHINERY, INC. a Florida corporation, ("LASTCUT") and PROTAG SYSTEMS, INC., a Florida corporation, ("PROTAG") which corporations together are referred to as the "Constituent Corporations" hereby cause these Articles of Merger to be filed.

### RECITALS

- A. LASTCUT is a Florida corporation and PROTAG is a Florida corporation.
- B. The respective Boards of Directors of each of the Corporations and the shareholders of each of the Corporations have unanimously approved the Plan of Merger.

### ARTICLE ONE

#### PLAN OF MERGER

12-22-08

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TALLAHASSEE, FLORIDA

#### 1. The Merger

At the effective time of the merger, the separate existence of LASTCUT shall cease and LASTCUT shall be merged into PROTAG which shall continue its existence and be the corporation surviving the merger (the "Surviving Corporation"). Consummation of this Agreement shall be effected by the filing thereof with the Secretary of State of Florida. The effective date of this merger shall be December 22, 2008.

#### 2. Governing Laws

The laws that are to govern the Surviving Corporation are the laws of the State of Florida.

#### 3. Articles of Incorporation and Bylaws

The Articles of Incorporation of PROTAG at the effective time of the merger shall become and continue to be the Articles of Incorporation of the Surviving Corporation until changed as provided by law.

The Bylaws of PROTAG at the effective time of the merger shall become and continue to be the Articles of Incorporation of the Surviving Corporation until altered or amended.

#### 4. Name of the Surviving Corporation

The name of the Surviving Corporation shall be PROTAG LASTCUT, INC.

5. Directors and Officers

The Directors and Officers of PROTAG at the effective time of the merger shall become and continue to be the directors and officers of the Surviving Corporation until their successors are chosen and assume office.

6. Annual Meeting of Stockholders

The first annual meeting of stockholders of the Surviving Corporation after the effective time of the merger shall be the next annual meeting provided by the Bylaws of the Surviving Corporation.

7. Terms of Conversion of Shares And Cancellation of LASTCUT's Shares

Each share of LASTCUT common stock issued and outstanding on the effective date of the merger shall represent one share of the common stock of PROTAG. No shares of PROTAG will be issued to the shareholders of LASTCUT.

8. Rights and Liabilities of the Constituent Corporations

At the effective time of the merger, the Surviving Corporation shall succeed to, without other transfer, and shall possess and enjoy, all the rights, privileges, powers, and franchises both of a public and private nature, and be subject to all the restrictions, disabilities, and duties of each of the Constituent Corporations; and all rights, privileges, powers, and franchises of each of the Constituent Corporations and all property, real personal, and mixed, and all debts and obligations due to either of said Constituent Corporations on whatever account and for whatever reason shall be belong to and vest in the Surviving Corporation; and all property, rights, privileges, powers, franchises, and interests shall be thereafter effectually the property of the Surviving Corporation as they were of the individual Constituent Corporation to which they formerly belong, and the title to any real estate vested by deed or otherwise in either of said Constituent Corporations shall not revert or be in any way impaired by reason the merger; provided, however, that all enforceable rights of creditors and all enforceable liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and all enforceable debts, liabilities and duties of said Constituent Corporations respectively shall thenceforth attach to the Surviving Corporations, and may be enforced against it to the same extent as if said debts, liabilities, and duties has been incurred or contracted by the Surviving Corporation.

9. Service of Process

The Surviving Corporation agrees that it may be served with process in the State of Florida for enforcement of any obligations of LASTCUT. The Resident Agent of PROTAG at the effective time of the merger shall be the resident agent of the Surviving Corporation until a successor is appointed and accepts to serve.

10. Signatures

These Articles shall be signed by the president of each of the Constituent Corporations.

11. Further Assurances

Each Constituent Corporation agrees that from time to time, as when requested by the Surviving Corporation or by its successors or assigns, it will execute and deliver, or cause to be executed and delivered, all such deeds and other instruments, and will take or cause to be taken such further or other action, as the Surviving Corporation may deem necessary or desirable, in order to more fully to vest in and confirm to the Surviving Corporation title to and possession of all of its property, rights, privileges, powers, and franchises and otherwise to carry out the interest and purposes of this Agreement.

*ARTICLE TWO*

SHAREHOLDER APPROVAL

All of the shareholders of each of the Constituent Corporations have approved the merger.

*ARTICLE THREE*



BOARDS OF DIRECTORS APPROVAL

On December 15, 2008, the respective Boards of Directors of each of the Constituent Corporations agreed to the merger of LASTCUT into PROTAG in accordance with the applicable laws of their respective states of incorporation.

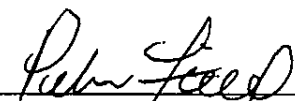
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IN WITNESS WHEREOF, each of the Constituent Corporations has executed these Articles of Merger this 15<sup>th</sup> day of December, 2008.

Witnesses:


  
\_\_\_\_\_  
  
\_\_\_\_\_

LASTCUT TOOLS & MACHINERY, INC.

By:   
\_\_\_\_\_  
PETER FIELD, President

(Corporate Seal)

ATTEST:

  
\_\_\_\_\_  
MAUREEN FIELD, Secretary

Witnesses

*[Signature]*  
*[Signature]*

PROTAG SYSTEMS, INC.

By: *Maureen Field*  
MAUREEN FIELD, President

(Corporate Seal)

ATTEST:

*[Signature]*  
PETER FIELD, Secretary

STATE OF FLORIDA )

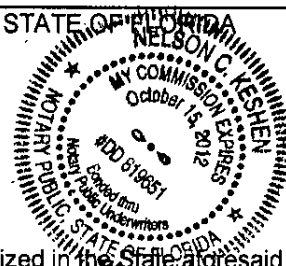
SS:

COUNTY OF MIAMI-DADE )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared PETER FIELD as President of LASTCUT TOOLS & MACHINERY, INC., a Florida corporation, who acknowledged that he executed the above and foregoing Articles of Merger for and on behalf of each of said Corporations after having been duly authorized to do so. *He is personally known to me.*

WITNESS my hand and official seal in the County and State last aforesaid this 15<sup>th</sup> day of December, 2008.

*[Signature]*  
NOTARY PUBLIC STATE OF FLORIDA



STATE OF FLORIDA )

SS:

COUNTY OF MIAMI-DADE )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared MAUREEN FIELD as President of PROTAG SYSTEMS, INC., a Florida corporation, and acknowledged that she executed the above and foregoing Articles of Merger for and on behalf of each of said Corporations after having been duly authorized to do so. *She is personally known to me.*

WITNESS my hand and official seal in the County and State last aforesaid this 15<sup>th</sup> day of December, 2008.

*[Signature]*  
NOTARY PUBLIC STATE OF FLORIDA

