

P99000040782

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## MERGER OR SHARE EXCHANGE

tessa capital, inc.

Certificate of Status	0
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Merger  
OR 5-5  
(4)

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

SISDAM TECHNOLOGY, INC., a Florida corporation, document number  
P99000022225

INTO

**TESSA CAPITAL, INC.**, a Florida entity, P99000040782

File date: May 15, 2002

Corporate Specialist: Karen Gibson

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ARTICLES OF MERGER  
OF  
SISDAM TECHNOLOGY, INC., A FLORIDA CORPORATION,  
WITH  
TESSA CAPITAL, INC., A FLORIDA CORPORATION

ARTICLES OF MERGER between Sisdam Technology, Inc., a Florida corporation ("Sisdam") and Tessa Capital, Inc., a Florida corporation ("Tessa").

Under §607.1105 of the Florida Business Corporation Act (the "Act"), Tessa and Sisdam adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated April 30, 2002 ("Plan of Merger"), between Sisdam and Tessa was approved and adopted by the shareholders of Sisdam on April 30, 2002 and was adopted by the shareholders of Tessa on April 30, 2002.

2. Under the Plan of Merger, all issued and outstanding shares of Sisdam's stock will be acquired by means of a merger of Sisdam into Tessa with Tessa the surviving corporation ("Merger").

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

4. Under §607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on April 30, 2002.

IN WITNESS WHEREOF, the parties have set their hands on April 30, 2002.

ATTEST

Ulysses V. Deniz, Secretary

ATTEST

Ulysses V. Deniz, Secretary

SISDAM TECHNOLOGY, INC.

By:

Ulysses V. Deniz, President

TESSA CAPITAL, INC.

By:

Ulysses V. Deniz, President

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## PLAN OF MERGER

Merger between Tessa Capital, Inc., (the "Surviving Corp.") and Sisdam Technology, Inc., (the "Disappearing Corp.") (collectively the "Constituent Corporations"). This Merger is being effected under this Plan of Merger ("Plan") in accordance with §§607.1101 *et seq.* of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corp., as [previously amended and] in effect immediately before the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.

2. Distribution to Shareholders of the Constituent Corporations. On the Effective Date, each share of Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for one (1) share of the "Surviving Corp.'s common stock in accordance with this Plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp.'s stock.

3. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for under 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 Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 of the Act.

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

7. Filing with the Florida Secretary of State and Effective Date. On the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corp. and Surviving Corp. shall cause their respective Presidents (or Vice Presidents) to execute Articles of Merger in the form attached to this Agreement and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with §607.1105(1)(b) of the Act, the Articles of Merger shall specify the "Effective Date," which shall be April 30, 2002.

8. 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 before 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 §607.1103 of the Act.

9. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), 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.

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