



P99000064444

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TALLAHASSEE, FLORIDA

☐ CERTIFIED COPY

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☒ FILING Merger

1.) Proformware, Inc.
(CORPORATE NAME & DOCUMENT #)

(into)

2.) National Compliance Service, Inc.
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

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4.)
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5.)
(CORPORATE NAME & DOCUMENT #)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
6-30-00

SPECIAL INSTRUCTIONS

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

PROFORMWARE, INCORPORATED, a Florida corporation, P95000095080

INTO

NATIONAL COMPLIANCE SERVICE, INC., a Florida entity, P99000064444.

File date: June 13, 2000

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER
OF
PROFORMWARE, INCORPORATED
INTO
NATIONAL COMPLIANCE SERVICE, INC.**

Pursuant to Section 607.1105 of the Florida Statutes, the undersigned corporations adopt the following Articles of Merger for the purposes of merging PROFORMWARE, INCORPORATED, a Florida Corporation (the "Merging Corporation"), into NATIONAL COMPLIANCE SERVICE, INC., a Florida Corporation (the "Surviving Corporation").

**ARTICLE I
PLAN OF MERGER**

The Plan of Merger is attached hereto as Exhibit "A".

**ARTICLE II
EFFECTIVE DATE OF MERGER**

The effective date of this merger shall be the close of business on June 30, 2000.

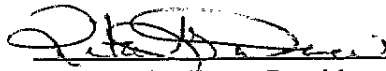
**ARTICLE III
STOCKHOLDER APPROVAL**

The stockholders of the Merging Corporation and the Surviving Corporation unanimously approved of the Merger at a meeting of each corporation's stockholders on May 9, 2000.

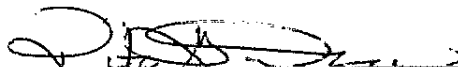
IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this
5 day of June, 2000.

EFFECTIVE DATE
6-30-00

PROFORMWARE, INCORPORATED


By: Rita Dew, President

NATIONAL COMPLIANCE SERVICE, INC.


By: Rita Dew, President

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JUN 13 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**PLAN AND AGREEMENT OF MERGER
OF
PROFORMWARE, INCORPORATED
WITH AND INTO
NATIONAL COMPLIANCE SERVICE, INC.**

AGREEMENT OF MERGER entered into this 9th day of May, 2000 by and between PROFORMWARE, INCORPORATED, a Florida corporation ("Merging Corporation"), and NATIONAL COMPLIANCE SERVICE, INC., a Florida corporation ("Surviving Corporation"):

WHEREAS, Merging Corporation is a corporation duly organized and operating under the laws of the State of Florida;

WHEREAS, Surviving Corporation is a corporation duly organized and operating under the laws of the State of Florida;

WHEREAS, the Board of Directors and Stockholders of Merging Corporation and Surviving Corporation deem it advisable and for the benefit of their respective corporations that Merging Corporation be merged into Surviving Corporation under the terms and conditions hereinafter set forth and said Boards of Directors and Stockholders have approved this Plan and Agreement of Merger (hereinafter the "Agreement");

NOW THEREFORE, Merging Corporation and Surviving Corporation have agreed that pursuant to the Florida Business Corporation Act and subject to the conditions hereinafter set forth, Merging Corporation shall be merged into Surviving Corporation.

ARTICLE I

MERGER

At the time of the merger, as defined in Article V hereof, the following two corporations shall merge:

PROFORMWARE, INCORPORATED
(Merging Corporation)

into

NATIONAL COMPLIANCE SERVICE, INC.
(Surviving Corporation)

The separate existence of Merging Corporation shall cease and Surviving Corporation shall continue to exist by virtue of and shall be governed by the laws of the State of Florida with its present name.

ARTICLE II

TRANSFERS

At the time of the merger, Surviving Corporation shall without further act or deed, own and possess all the property of every description, real, personal and mixed, of Merging Corporation as provided by the Florida Business Corporation Act. Also, as provided by those laws, all rights of creditors and of any person dealing with either Merging Corporation or Surviving Corporation and all liens upon any property of Merging Corporation or Surviving Corporation shall be preserved unimpaired by the merger, and all debts, liabilities, obligations and duties of Merging Corporation shall thenceforth attach to Surviving Corporation and may

be enforced against it to the same extent as if the same had been incurred by it.

ARTICLE III

APPROVAL OF MERGER

The Plan and Agreement of Merger was approved by the respective shareholders and Boards of Directors of Merging Corporation and Surviving Corporation on May 9, 2000.

ARTICLE IV

SHARE CONVERSION

The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the Surviving Corporation is that each outstanding share of the Merging Corporation shall be cancelled and, since the same individual represents the 100% shareholder of both the Merging Corporation and Surviving Corporation, the existing shares held by the shareholder of the Surviving Corporation shall remain in existence and represent the full post-merger ownership in the Surviving Corporation.

ARTICLE V

EFFECTIVE DATE

Subject to the provisions hereof, as soon as practicable after the adoption of this Agreement, the further procedures to effectuate the merger, specified by the Florida Business Corporation Act, to make the merger effective under Florida law shall be carried out and the merger shall become effective at, and the "time of merger" shall mean for purposes of this

Agreement, the close of business on June 30, 2000.

ARTICLE VI

PLAN OF REORGANIZATION

This Agreement constitutes a Plan of Reorganization to be carried out in the manner, on the terms, and subject to the conditions herein set forth.

ARTICLE VII

COUNTERPARTS

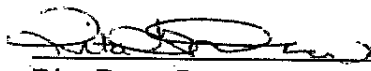
This Agreement may be executed in one or more counterparts and each such counterpart shall, for all purposes be deemed an original, but all such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, this Agreement of Merger has been signed by the duly authorized representatives of the Merging and Surviving Corporations.

PROFORMWARE, INCORPORATED
(The Merging Corporation)

NATIONAL COMPLIANCE SERVICE ,INC.
(The Surviving Corporation)

By:


Rita Dew, Pres.

By:


Rita Dew, Pres.