Division of Corporations Public Access System

#### **Electronic Filing Cover Sheet**

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H02000242709 2)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations

Fax Number

: (850)205-0380

From:

: CORPORATION SERVICE COMPANY

Account Name
Account Number
Fhone
Fax Number Account Number

: 120000000195 : (850)521-1000

: (850)521-1030

# MERGER OR SHARE EXCHANGE

GSG HOLDINGS, INC.

	<u></u>
Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

Electronic Pling Manu-

Congorate Filing

Public Access Help

### ARTICLES OF MERGER Merger Sheet

**MERGING:** 

Ş

U.S. IMAGING SOLUTIONS, INC., a Florida corporation, document number P98000052291

INTO

GSG HOLDINGS, INC., a Florida entity, P99000068224

File date: December 31, 2002

Corporate Specialist: Karen Gibson

; - 3485#320202#1E.J.

E02000242709 2

#### ARTICLES OF MERGER

#### U.S. PMAGING SOLUTIONS, INC. (a Florida corporation)

ísto

#### GSG HOLDINGS, INC. (a Florida corporation)

Pursuant to the provisions of Section 607.1104 and Section 607.1105 of the Florida Business Corporation Act, U.S. IMAGING SOLUTIONS, INC., a Florida corporation (the "Subsidiary"), and GSG HOLDINGS, INC., a Florida corporation (the "Surviving Corporation"), hereby adopt the following Articles of Merger for the purpose of merging the Subsidiary with and into the Surviving Corporation (the "Merger"). All of the outstanding shares of capital stock of the Subsidiary are held by the Surviving Corporation.

- Pursuant to Section 607.1104 of the Florida Business Corporation Act, the Subsidiary shall be merged with and into the Surviving Company in accordance with the Agreement and Plan of Merger (the "Plan of Merger") attached hereto as Exhibit A, which is incorporated herein and constitutes part of these Articles of Merger,
- The Plan of Merger was adopted as of December 30, 2002 by the Board of Directors of the Surviving Corporation. Pursuant to Section 607.1104 of the Florida Business Corporation Act, approval of the shareholders of the Surviving Corporation was not required.
- The Plan of Merger was adopted and approved as of December 30, 2002 by the Board of Directors and the sole shareholder of the Subsidiary
  - 4. The Morger shall be effective as of the close of business on December 31, 2002.

IN WITNESS WHEREOF, each of the Surviving Corporation and the Subsidiary have caused these Articles of Merger to be signed in their names and on their behalf by their respective authorized officers as of the 30th day of December, 2002.

U.S. IMAGING SOLUTIONS, INC.

Name: Sean C.

Title: President

GSG ROLDINGS, INC.

Namez Seen C. Guerin

Title: President

FILE No.622 12/31 '02 14:29 ID:CSC TALLAHASSEE FAX:850 5211010

H02000242709 2

EXHIBIT A

Plan of Merger

See attached.

H02000242709 2

#### AGREEMENT AND PLAN OF MERGER

σf

## U.S. IMAGING SOLUTIONS, INC.

(a Florida corporation)

#### with and into GSG HOLDINGS, INC.

(a Florida corporation)

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made and entered into as of the 30th day of December, 2002, by and between U.S. IMAGING SOLUTIONS, INC., a Florida corporation (the "Subsidiary") and GSG HOLDINGS, INC., a Florida corporation (the "Surviving Corporation"). The Subsidiary and the Surviving Corporation are hereinafter sometimes referred to, collectively, as the "Constituent Corporations."

#### WITNESSEIH:

WHEREAS, all of the outstanding shares of capital stock of the Subsidiary are held by the Surviving Corporation; and

WHEREAS, the parties desire that the Subsidiary merge with and into the Surviving Corporation in a manner that conforms to Section 607.1104 of the Florida Business Corporation Act.

NOW, THEREFORE, in consideration of the mutual covenants, agreements, representations and warranties hereinafter set forth, the parties herein agree as follows:

- 1. Merger. The Subsidiary shall merge with and into the Surviving Corporation in accordance with the laws of the State of Florida.
- 2. <u>Effective Date</u>. The merger shall become effective as of December 31, 2002 (the "Effective Date").
- 3. Rights of the Surviving Corporation. As of the Effective Date: (a) the Subsidiary and the Surviving Corporation shall become a single corporation and the separate corporate existence of the Subsidiary shall cease; (b) the Surviving Corporation shall succeed to and possess all of the rights, privileges, powers and immunities of the Subsidiary, which, together with all of the assets, properties, business, patents, trademarks, and goodwill of the Subsidiary of every type and description wherever located, real, personal or mixed, whether tangible or intangible, including, without limitation, all accounts receivable, hanking accounts, each and securities, claims and rights under contracts, and all books and records relating to the Subsidiary, shall vest in the Surviving Corporation without further act or deed and the title to any real property or other property vested by deed or otherwise in the Subsidiary shall not revert or in any way be impaired by reason of the merger; (c) all rights of creditors and all liens upon any property of the Constituent Corporations shall be unimpaired; the Surviving Corporation shall be

H02000242709 2

subject to all the contractual restrictions, disabilities and duties of the Constituent Companies and all debts, liabilities and obligations of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and obligations had been incurred or contracted by it, provided, however, that nothing herein is intended to or shall extend or enlarge any obligation or the lien of any indenture, agreement or other instrument executed or assumed by the Constituent Corporations, and (d) without limitation of the foregoing provisions of this <u>Section 3</u>, all corporate acts, plans, policies, contracts, approvals and authorizations of the Constituent Corporations, their shareholders, directors, committees elected or appointed by the shareholders or directors, officers and agents, which were valid and effective and which did not have terms expressly requiring termination by virtue of the merger, shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of the Surviving Corporation as they were with respect to the Constituent Corporations.

- 4. Articles of Incorporation. Shareholders' Agreement and Shareholders of the Surviving Corporation. As of the Effective Date: (a) the Articles of Incorporation of the Surviving Corporation shall continue as the Articles of Incorporation of the Surviving Corporation until amended in the manner provided by law; (b) the Bylaws of the Surviving Corporation until amended in the manner provided by law; (c) the Shareholders' Agreement of the Surviving Corporation until amended in the manner provided by law; (c) the Shareholders' Agreement of the Surviving Corporation until amended in the manner provided by law; and (c) the shareholders of the Surviving Corporation shall remain the shareholders of the Surviving Corporation corporation.
- 5. Manner and Basis of Conversion of Interests. As of the Effective Date: (a) the shares of stock (and any rights to acquire shares of stock) of the shareholders of the Surviving Corporation shall remain unaffected by the merger and (b) the shareholders of the Subsidiary shall receive for their shares of stock (and any rights to acquire shares of stock) of the Subsidiary no shares of stock in the Surviving Corporation, cash or other property.
- 6. Rights of Dissenting Shareholders of the Subsidiary. The shareholders of the Subsidiary who, except for the applicability of Section 607.1104 of the Fiorida Business Corporation Act, would be entitled to vote and who dissent from the merger pursuant to Section 607.1320 of the Florida Business Corporation Act, may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.
- 7. <u>Entire Agreement</u>. This Agreement contains the entire agreement between the parties with respect to the merger, and supersedes all prior agreements, written or oral, with respect thereto.
- 8. Waivers and Amendments. This Agreement may not be amended, modified, superseded, cancelled, renewed, extended or waived except by a written instrument signed by all parties to this Agreement, or, in the case of a waiver, by the party waiving compliance.
- 9. Governing Law. This Agreement shall be governed and construed in accordance with the laws of the State of Florida.

H02000242709 2

- 10. Headings. The headings in this Agreement are for reference purposes only and shall not in any way affect the meaning or interpretation of this Agreement.
- 11. <u>Severability of Provisions</u>. The invalidity or unenforceability of any term, phrase, clause, paragraph, restriction, covenant, agreement or other provision of this Agreement shall in no way affect the validity or enforcement of any other provision or any part thereof.
- 12. <u>Counterparts</u>. This Agreement may be executed in any number of counterparts, each of which when so executed shall constitute an original copy hereof, but all of which together shall be considered but one and the same document.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first above written.

U.S. IMAGING SOLUTIONS, INC.

Name Scan C. Guerin

Title: President

GSG HOLDINGS, INC.

Name: Sean C. Guenin

Title: President