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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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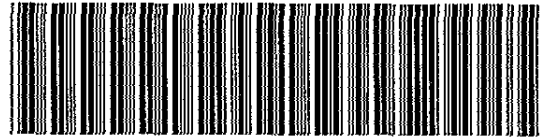
(Business Entity Name)

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DIVISION OF CORPORATIONS  
06 JAN 20 PM 2:49

Merger  
01/31/06  
DC

**HOWARD A. CAPLAN**

Attorney, P.A.

6260 Dupont Station Court, Suite C  
Jacksonville, Florida 32217  
(904) 256-3333  
(904) 256-0051 Facsimile  
E-mail: HACaplan@bellsouth.net

Licensed in  
Florida &  
Tennessee

January 26, 2006

Darlene Connell, Personal & Confidential  
Division of Corporations  
Secretary of State  
State Of Florida  
P.O. Box 6327  
Tallahassee, FL 32314

Dear Ms. Connell:

Enclosed please find a check for the remainder amount due to file the Articles of Merger of V-Blox Manufacturing Corp., A Florida Corporation into Florida Power Systems, Inc., A Florida Corporation with Agreement and Plan of Merger. Thank you so much for the phone call.

Sincerely,



Howard A. Caplan

HAC/mt  
enclosures

**HOWARD A. CAPLAN**

Attorney, P.A.

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Jacksonville, Florida 32217  
(904) 256-3333  
(904) 256-0051 Facsimile  
E-mail: HACaplan@bellsouth.net

Licensed in  
Florida &  
Tennessee

January 18, 2006

Division of Corporations  
Secretary of State  
State Of Florida  
P.O. Box 6327  
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed please find the Articles of Merger of V-Blox Manufacturing Corp., A Florida Corporation into Florida Power Systems, Inc., A Florida Corporation with Agreement and Plan of Merger and check for the appropriate fee.

Sincerely,



Howard A. Caplan

HAC/mt  
enclosures

**ARTICLES OF MERGER OF V-BLOX MANUFACTURING CORP., A FLORIDA  
CORPORATION INTO FLORIDA POWER SYSTEMS, INC., A FLORIDA  
CORPORATION**

ARTICLES OF MERGER between V-Blox Manufacturing Corp., a Florida corporation ("V-Blox") and Florida Power Systems, Inc., a Florida corporation ("Florida Power"). Pursuant to Section 607.1105 of the Florida Business Corporation Act ("The Act"), V-Blox and Florida Power adopt the following Articles of Merger.

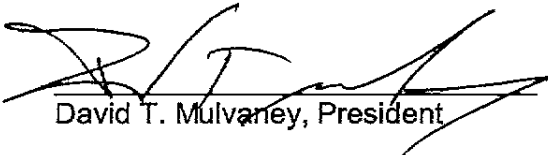
The Agreement and Plan of Merger dated December 9, 2005, ("Plan of Merger"), between V-Blox and Florida Power was approved and adopted by the shareholders of V-Blox on December 14, 2005, and was approved and adopted by the shareholders of Florida Power on December 14, 2005.

Pursuant to the Plan of Merger, all issued and outstanding shares of V-Blox's stock will be acquired by means of a merger of V-Blox into Florida Power, with Florida Power being the surviving corporation. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth herein.

Pursuant to Section 607.1105(1)(b) of The Act, the effective date of the merger will be December 31, 2005, or such later date as there Articles are filed.

IN WITNESS WHEREOF, the parties have set their hands this 15<sup>th</sup> day of December, 2005.

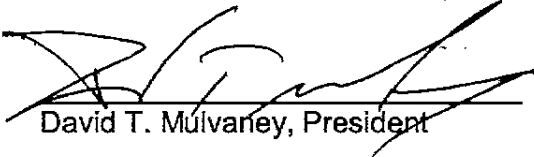
V-BLOX MANUFACTURING CORP.

  
David T. Mulvaney, President

ATTEST:

  
Darrell Wilson, Vice President

FLORIDA POWER SYSTEMS, INC.

  
David T. Mulvaney, President

ATTEST:

  
Darrell Wilson, Vice President

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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## **AGREEMENT AND PLAN OF MERGER**

Merger between Florida Power Systems, Inc., a Florida corporation (hereafter "Florida Power") and V-Blox Manufacturing Corp., a Florida Corporation (hereafter "V-Blox"), collectively being the "Constituent Corporations". This Merger is being effected pursuant to this Plan of Merger ( hereafter "Plan") in accordance with Section 607.1101, *et seq.* of the Florida Business Corporation Act (hereafter the "Act").

Article I     Articles of Incorporation.     The Articles of Incorporation of Florida Power, as in effect immediately before the Effective Date, with the following changes, will be the Articles of Incorporation of Florida Power until further amended as provided by law. The changes to Florida Power's Articles of Incorporation, which will take effect on the Effective Date are as follows:

### **Article XII**

No contract or other transaction between this corporation and any other corporation will be affected by the fact that any director of this corporation is interested in or is a director or officer of such other corporation. Every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any firm, association, or corporation in which he may be interested in any way, providing said interest or relationship is disclosed to the other directors of this Corporation.

### **Article XIII**

This corporation will have the power to enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, (6) a health insurance plan, or other retirement or incentive compensation plan. This corporation will have the power to make loans, secured or unsecured, to its shareholders, providing said shareholders are active employees of the corporation.

### **Article XIV**

The corporation may indemnify any and all persons who may serve or who have served at any time as directors or officers, who at the request of the Board of Directors of the corporation may serve or at any time have served as directors or officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such person(s) in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made a party, or parties, or which may be asserted against them or any of them, by reason of being or having been directors or officers of the corporation, or of such other corporation except in relation to matters as to which any such director or officer or former director or officer or person will be adjudged in any action, suit, or proceeding to be liable by his own negligence or misconduct in the performance of his duty. Such indemnification will be in addition to

any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of shareholders, or otherwise, and the corporation will indemnify any officer or director, or any former officer or director to the fullest extent permitted by law.

Article II     Distribution to Shareholders of the Constituent Corporation.     Upon the Effective Date, each share of V-Blox's common stock that is issued and outstanding at that time will be converted into and exchanged for one hundred five (105) shares of the common stock of Florida Power in accordance with this Plan. Each share of Florida Power's stock that is issued and outstanding on the Effective Date will continue as outstanding shares of Florida Power's stock.

Article III     Satisfaction of Rights of Disappearing Corporation Shareholders. All shares of Florida Power's stock into which shares of V-Blox's stock will have been converted and become exchangeable under this Plan will be deemed to have been paid in full satisfaction of such converted shares.

Article IV     Effect of Merger.     On the Effective Date, the separate existence of V-Blox will cease, and Florida Power will be fully vested in V-Blox's rights, privileges, immunities, and powers, subject to its restrictions, liabilities, disabilities, and obligations, all as more particularly set forth in Sections 607.1106 of the Act.

Article V     Supplemental Action.     If at any time after the Effective Date, Florida Power will determine that any further conveyances, agreements, documents, instruments, assurances, or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Florida Power or V-Blox, as the case may be, whether past or remaining in office, will execute and deliver, upon the request of Florida Power, any and all proper conveyances, agreements, documents, instruments, or assurances, and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Florida Power, or to otherwise carry out the provisions of this Plan.

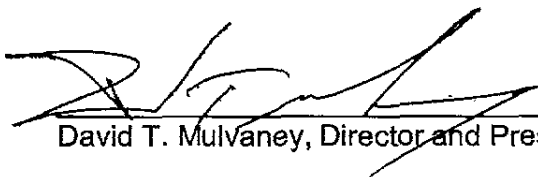
Article VI     Filing With the Florida Secretary of State and Effective Date     At the closing, on or before December 31, 2005, Florida Power and V-Blox will cause their respective presidents to execute Articles of Merger in the form attached hereto, and upon such execution this Plan will be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles, and will become an exhibit to the Articles of Merger. Thereafter, the Articles of Merger will be delivered for filing by Florida Power to the Florida Secretary of State. In accordance with Section 607.1105 of the Act, the Articles of Merger will specify the Effective Date as December 31, 2005, or such later date as the Articles are filed.

Article VII     Amendment and Waiver.     Any of the terms or conditions of this Plan may be waived at any time by one of the Constituent Corporations, which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the respective corporations' boards of directors or shareholders, 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, or at time thereafter provided

such change is in accordance with Section 607.1103 of the Act.

Article VIII Termination. At any time before the Effective Date, whether before or after filing of the Articles of Merger, this Plan maybe 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.

Approved by the Board of Directors of Florida Power Systems, Inc. on the 9<sup>th</sup> day of December, 2005.



David T. Mulvaney, Director and President

Approved by the Board of Directors of V-Blox Manufacturing Corp. on the 9<sup>th</sup> day of December, 2005.



David T. Mulvaney, Sole Director and President