

Division of Corporations

P99000100374

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MERGER OR SHARE EXCHANGE
TROPICS SOFTWARE TECHNOLOGIES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	20 11
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Merger
11/17
12

ARTICLES OF MERGER
Merger Sheet

MERGING:

USA SYSTEMS GROUP, INC., a Florida corporation, document number
P99000100387

INTO

TROPICS SOFTWARE TECHNOLOGIES, INC., a Florida entity,
P99000100374

File date: November 16, 1999

Corporate Specialist: Karen Gibson

(850)487-6013 11/17/99 10:08 Fl Dept of State p1 /1



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 17, 1999

TROPICS SOFTWARE TECHNOLOGIES, INC.
PO BOX 2740
SARASOTA, FL 34230

SUBJECT: TROPICS SOFTWARE TECENOLOGIES, INC.
REF: P99000100374

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If the document was approved by a majority vota of the shareholders, it should also contain a statament that the number of votes cast by the shareholders was sufficient for approval.

ON PAGE 1 OF THE ARTICLES OF MERGER, #3, PLEASE ADD THE PHRASE THAT THE NUMBER OF VOTES WAS SUFFICIENT FOR APPROVAL. THIS NEEDS TO BE ADDED TO THE ADOPTION OF USA SYSTEMS GROUP, INC.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H99000029201
Letter Number: 399A00055149

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**ARTICLES OF MERGER
OF
USA SYSTEMS GROUP, INC.
a Florida corporation
into
TROPICS SOFTWARE TECHNOLOGIES, INC.
a Florida corporation**

(Pursuant to the provisions of Chapter 607.1105
of the Florida Business Corporation Act)

Pursuant to the provisions of Section 607.1105 of the Florida Statutes, the undersigned hereby certify by these Articles of Merger as follows:

1. The names of the corporations which are parties to the merger are USA SYSTEMS GROUP, INC., a Florida corporation, and TROPICS SOFTWARE TECHNOLOGIES, INC., a Florida corporation. The surviving corporation is TROPICS SOFTWARE TECHNOLOGIES, INC., and is to be governed by the laws of the State of Florida.
2. The Agreement and Plan of Merger is annexed hereto as Exhibit "A" and incorporated herein by reference in its entirety.
3. The Agreement and Plan of Merger was duly adopted pursuant to a written consent as permitted by Section 607.0704 and 607.0821 of the Florida Statutes by a majority of the shareholders and directors of USA SYSTEMS GROUP, INC., as of the 16th day of November, 1999. The number of votes was sufficient for approval. The Agreement and Plan of Merger was duly adopted pursuant to a written consent as permitted by Section 607.0704 and 607.0821 of the Florida Statutes by all of the shareholders and directors of TROPICS SOFTWARE TECHNOLOGIES, INC., as of the 16th day of November, 1999.

Cheryl L. Gordon, Attorney/FL Bar No. 284483
Abel, Band, Russell, Collier, Pitchford & Gordon Chartered
240 South Pineapple Avenue, Sarasota, Florida 34236
457068

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TALLAHASSEE, FLORIDA

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4. The Merger shall become effective upon the filing of these Articles of Merger with the Secretary of State of the State of Florida in accordance with the Florida Business Corporation Act.

IN WITNESS WHEREOF, each of the corporations party to the merger has caused these Articles of Merger to be executed on its behalf by its duly authorized officers this 16th day of November, 1999.

USA SYSTEMS GROUP, INC.,
a Florida corporation

By: Massoud M. Mobarekeh
Massoud M. Mobarekeh,
President

TROPICS SOFTWARE TECHNOLOGIES,
INC.,
a Florida corporation

By: Massoud M. Mobarekeh
Massoud M. Mobarekeh,
President

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AGREEMENT AND PLAN OF MERGER
EXHIBIT "A"

THIS AGREEMENT AND PLAN OF MERGER dated this 16th day of November, 1999, is made and entered into by and between USA SYSTEMS GROUP, INC., a Florida corporation ("USA"), and TROPICS SOFTWARE TECHNOLOGIES, INC., a Florida corporation (the "SURVIVING CORPORATION"). USA and SURVIVING CORPORATION being sometimes referred to herein as the "Constituent Corporations."

WITNESSETH:

WHEREAS, USA is a corporation duly organized under the laws of the State of Florida, having an authorized capital stock of 100 shares of Common Stock.

WHEREAS, the SURVIVING CORPORATION is a corporation duly organized and existing under the laws of the State of Florida, having an authorized capital stock of 10,000 shares of Common Stock.

WHEREAS, the Board of Directors of each Constituent Corporation deems it advisable for the general welfare of such Constituent Corporation and its shareholders that USA be merged into the SURVIVING CORPORATION which shall be the surviving corporation and that the name of the surviving corporation will be "TROPICS SOFTWARE TECHNOLOGIES, INC."

NOW, THEREFORE, the Constituent Corporations hereby agree that USA shall be merged with and into the SURVIVING CORPORATION in accordance with the applicable laws of the State of Florida and the terms and conditions of the following Plan of Merger:

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1. **THE CONSTITUENT CORPORATIONS.** The names of the Constituent Corporations to the merger are USA (Florida Charter No.P99000100387) and SURVIVING CORPORATION (Florida Charter No. P99000100374).

2. **THE MERGER.** On the Effective Date, as hereinafter defined, USA shall be merged with and into the SURVIVING CORPORATION (the "Merger"), upon the terms and subject to the conditions hereinafter set forth as permitted by and in accordance with the provisions of Florida Statutes Chapter 607 (the "Florida Law").

3. **EFFECT OF MERGER.** From and after the filing of the Articles of Merger in accordance with Paragraph 8 hereof, the Constituent Corporations shall be a single corporation, which shall be the SURVIVING CORPORATION. From and after such filing, the separate existence of USA shall cease, while the corporate existence of the SURVIVING CORPORATION shall continue unaffected and unimpaired. The SURVIVING CORPORATION shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation organized under Florida Law. The SURVIVING CORPORATION shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of a public, as well as private, nature of each of the Constituent Corporations. All property, real, personal and mixed, and all debts due on whatever account, all other choses of action, and all and every other interest of or belonging to or due to each of the Constituent Corporations, shall be taken and deemed to be transferred to and vested in the SURVIVING CORPORATION without further act or deed. The title to any real estate, or any interest therein vested in either of the Constituent Corporations, shall not revert or be in any way impaired by reason of such Merger. The SURVIVING CORPORATION shall thenceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations,

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and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted as if such Merger had not taken place, or the SURVIVING CORPORATION may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by such Merger.

4. **ARTICLES OF INCORPORATION AND BYLAWS: OFFICERS AND DIRECTORS.** The Articles of Incorporation and Bylaws of the SURVIVING CORPORATION, shall survive the Merger, until the same shall thereafter be amended or repealed as provided therein and by applicable law.

Persons who shall serve as the Directors of the SURVIVING CORPORATION shall

be:

H. Lincoln Miller, Jr.

773 Saint Judes Drive North
Longboat Key, Florida 34228

Kurt J. Miller

1707 Townhouse Drive
Coram, New York 11727

Massoud M. Mobarekeh

4687 San Siro Drive
Sarasota, Florida 34235

Conrad M. Ross

4526 Beacon Drive
Sarasota, Florida 34232

Persons who shall serve as officers of the SURVIVING CORPORATION, and the offices in which they shall serve, shall be as follows:

H. Lincoln Miller, Jr.

Chairman of the Board

Massoud M. Mobarekeh

President and Chief Executive Officer

Conrad M. Ross

Vice President

Donna J. Seibert

Vice President

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Stephen B. Massingale	Vice President
Kurt J. Miller	Treasurer
Kurt J. Miller	Secretary

5. TREATMENT OF SHARES OF CONSTITUENT CORPORATIONS. By virtue of the Merger and without any action on the part of the holders thereof, upon the Effective Date pursuant to this Plan of Merger:

(a) Each share of the Common Stock of the SURVIVING CORPORATION outstanding immediately prior to the Effective Date of the Merger shall, without any action on the part of the holder thereof, continue to be outstanding with no adjustment as a result of the Merger.

(b) With the exception noted below, each share of the Common Stock of USA issued and outstanding immediately prior to the Effective Date of the Merger shall, by virtue of the Merger and without any action on the part of the holder thereof, cease to exist and be canceled. However, 3.9521 shares of the Common Stock of USA owned by G. Wayne Harris Family Limited Partnership (2.5663 shares), Michael T. Rogers Family Limited Partnership (0.8725 shares), and Jon Harkavy Family Limited Partnership (0.5133 shares) (collectively "Harris"), shall be converted to a right to receive cash in the amount of \$103,236.25 per share, for a total of \$408,000.00, and shall cease to exist and be canceled by virtue of the Merger and without any action on the part of Harris. The SURVIVING CORPORATION shall pay the Harris payment to Harris (pro rata in accordance with their ownership of USA stock) within ninety (90) days after the Effective Date (unless Harris or any individual shareholder(s) comprising Harris elects to exercise dissenters' rights with regard to the Merger, in which event the dissenters' rights provisions of the Florida Law shall govern the dissenting shareholders' entitlements), plus the payment in full of all amounts reflected on the books of USA as

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shareholder loans payable to Harris (or any shareholder(s) comprising Harris) and reduced by any amounts owed by Harris (or any shareholder(s) comprising Harris) to USA.

6. **SURRENDER OF CERTIFICATES.** Each record holder of an outstanding certificate or certificates which represent shares of USA Common Stock immediately prior to the Merger shall surrender such certificate or certificates pursuant to this Agreement and Plan of merger.

7. **FURTHER ASSURANCES.** If at any time after the Effective Date the SURVIVING CORPORATION shall consider or be advised that any further assignments or assurances are necessary or desirable to vest in the SURVIVING CORPORATION, according to the terms hereof, the title to any property or rights of the Constituent Corporation, the last acting officers and Directors of the Constituent Corporation, as the case may be, or the corresponding officers and Directors of the SURVIVING CORPORATION shall and will execute and make all such proper assignments or assurances and all things necessary or proper to vest title in such property or rights in the SURVIVING CORPORATION, and otherwise to carry out the purposes of this Agreement and Plan of Merger.

8. **APPROVAL BY SHAREHOLDERS.** This Plan of Merger shall be approved by the respective Board of Directors of each Constituent Corporation and submitted to the respective Shareholders of each Constituent Corporation for approval as provided by the Florida Law on or before 16th day of November, 1999. If duly adopted by the requisite vote of such Shareholders, Articles of Merger meeting the requirements of the Florida Law shall be filed immediately in the appropriate office in Florida.

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9. **EFFECTIVE DATE.** The merger of USA into the **SURVIVING CORPORATION** shall become effective upon the filing of the Articles of merger in accordance with the Florida Law. The date on which such merger shall become effective is herein called the "Effective Date."

10. **COVENANTS OF USA.** USA, covenants and agrees that: (a) it will not amend its Articles of Incorporation prior to the Effective Date, and (b) it will not issue any shares of its capital stock or any rights to acquire any such shares prior to the Effective Date.

11. **COVENANTS OF THE SURVIVING CORPORATION.** The **SURVIVING CORPORATION** covenants and agrees that: (a) it will not amend its Articles of Incorporation prior to the Effective Date, and (b) it will not issue any shares of its capital stock or any rights to acquire any such shares prior to the Effective Date.

12. **TERMINATION.** Notwithstanding anything contained herein or elsewhere to the contrary, this Agreement and Plan of Merger may be terminated and abandoned by the Board of Directors of either of the Constituent Corporations at any time prior to filing of the Articles of Merger.

IN WITNESS WHEREOF, each of the parties to this Agreement and Plan of Merger has caused this Agreement and Plan of Merger to be executed by its duly authorized officer on the day and year above written.

USA Systems Group, Inc.,
a Florida corporation
By: Massoud M. Mobarekeh
Massoud M. Mobarekeh,
President

"USA"

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**TROPICS SOFTWARE TECHNOLOGIES,
INC.,**

a Florida corporation

By: *M. M. Mobarekeh*

Mossoud M. Mobarekeh,

President

"SURVIVING CORPORATION"

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