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MERGER OR SHARE EXCHANGE

S Form Technology, Ltd., an Arizona corporation

Certificate of Status	0
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Merger  
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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CHARIOTSTAR, INC., a Florida corporation, document number S01869  
CHARIOTOAK, INC., a Florida corporation, document number S00883

INTO

**S FORM TECHNOLOGY, LTD.**, an Arizona entity not qualified in Florida.

File date: May 7, 2001

Corporate Specialist: Karen Gibson

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## ARTICLES OF MERGER

OF

CHARIOTOAK, INC.  
a Florida corporation

AND

CHARIOTSTAR, INC.  
a Florida corporation

INTO

S FORM TECHNOLOGY, LTD.  
an Arizona corporation

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1. Attached to these Articles of Merger is the Plan of Merger, which has been adopted by the board of directors of S FORM TECHNOLOGY, LTD., an Arizona corporation ("Surviving Corporation") and by the board of directors of CHARIOTOAK, INC., a Florida Corporation and CHARIOTSTAR, INC., a Florida corporation (collectively, "Disappearing Corporations"). In accordance with the Plan of Merger, the Disappearing Corporations will merge into the Surviving Corporation.
2. The name and known place of business (principal office) of the Surviving Corporation are: S Form Technology, Ltd., 16214 S. 41<sup>st</sup> Street, Phoenix, AZ 85048-8863.
3. The name and address of the statutory agent of the Surviving Corporation are: Bridget Bellavigna, 16214 S. 41<sup>st</sup> Street, Phoenix, AZ 85048-8863.
4. The Plan of Merger does not contain any amendments to the articles of incorporation of the Surviving Corporation.
5. The merger is effective at the close of business on the date on which the Articles of Merger are filed with the Arizona Corporation Commission.
6. Approval of the shareholders of one or more of the corporations which are parties to the merger was required. The designation of voting groups in each corporation which is a party to the merger entitled to vote separately on the merger, the number of votes in each, the number of votes represented, and the votes cast for and against the merger were as follows:

S Form Technology, Ltd., the Surviving Corporation. Pursuant to A.R.S. § 10-1103(G), shareholder approval was not required, but the Board of Directors of the Surviving Corporation nonetheless requested approval by the shareholders. There is only one voting group eligible to vote on the approval of the merger. The voting group consisting of eighty-five (85) outstanding shares of Common Stock is entitled to eighty-five (85) votes. All of the shares entitled to vote approved the Plan of Merger by written consent of the shareholders, dated April 29, 2001.

Tammy D. Butler  
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50 N. Laura Street, Suite 3900  
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2001, and no votes were against the merger. The number of votes cast for the merger was sufficient for approval by the voting group.

ChariotOak, Inc., a disappearing corporation. There is only one voting group eligible to vote on the approval of the merger. The voting group consisting of sixty-two (62) outstanding shares of Class A Stock is entitled to sixty-two (62) votes. All of the shares entitled to vote approved the merger by written consent of the shareholders, dated April 29, 2001, and no votes were against the merger. The number of votes cast for the merger was sufficient for approval by the voting group.

ChariotStar, Inc., a disappearing corporation. There is only one voting group eligible to vote on the approval of the merger. The voting group consisting of sixty-two (62) outstanding shares of Class A Stock is entitled to sixty-two (62) votes. All of the shares entitled to vote approved the merger by written consent of the shareholders, dated April 29, 2001, and no votes were against the merger. The number of votes cast for the merger was sufficient for approval by the voting group.

7. The merger is permitted by the law of the state or country under whose law each foreign corporation is incorporated. Disappearing Corporations have approved the Plan of Merger in accordance with the applicable provisions of the Florida Business Corporation Act, Fla. Stat. ch. 607. Surviving Corporation has approved the Plan of Merger in accordance with the laws of the State of Arizona.

8. The Surviving Corporation is deemed to have appointed the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of the Disappearing Corporations. The Surviving Corporation has agreed to promptly pay to the dissenting shareholders of the Disappearing Corporations the amount, if any, to which they are entitled under Fla. Stat. § 607.1302.

Dated this 29th day of April, 2001.

S FORM TECHNOLOGY, LTD., an Arizona corporation

By 

ALAN KAPLAN, President

CHARIOTOAK, INC., a Florida corporation

By 

BRIDGET BELLAVIGNA, President

CHARIOTSTAR, INC., a Florida corporation

By 

BRIDGET BELLAVIGNA, President

## PLAN OF MERGER

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This Plan of Merger is made and entered into as of this 29th day of April, 2001 by and among S FORM TECHNOLOGY, LTD., an Arizona corporation ("Surviving Corporation"), CHARIOTOAK, INC., a Florida corporation and CHARIOTSTAR, INC., a Florida corporation (collectively, "Disappearing Corporations"). Surviving Corporation and Disappearing Corporations will sometimes be referred to as the "Constituent Corporations."

## RECITALS:

1. Desirability of Merger. The boards of directors of Surviving Corporation and Disappearing Corporations have each determined that the merger of the corporations, with Surviving Corporation becoming the Surviving Corporation, will be in the best interest of the corporations and their respective shareholders.

2. Identity, Capitalization and Number of Shares of Surviving Corporation. S Form Technology, Ltd., Surviving Corporation, is an Arizona corporation with an authorized capital stock consisting of 100 shares of common stock, \$1.00 Par Value per share, of which 85 shares are validly issued and outstanding.

3. Identity, Capitalization and Number of Shares of Disappearing Corporations. ChariotOak, Inc., a disappearing corporation, is a Florida corporation with an authorized capital stock consisting of 100 shares of common stock, \$5.00 Par Value per share, of which 85 shares are outstanding (62 Class A voting and 23 Class B non-voting).

ChariotStar, Inc., a disappearing corporation, is a Florida corporation with an authorized capital stock consisting of 100 shares of common stock, \$5.00 Par Value per share, of which 85 shares are outstanding (62 Class A voting and 23 Class B non-voting).

4. Conditions of Merger. The boards of directors of the Constituent Corporations have determined that the merger of the three corporations called for by this agreement is desirable only if certain conditions are met, and this agreement is expressly conditioned upon the occurrence of those conditions set forth in this agreement.

## COVENANTS:

NOW, THEREFORE, in consideration of the recitals and mutual covenants contained herein, the parties hereby agree as follows:

5. Conditions of Merger; Effective Date. This merger is conditioned upon and shall not be effective until it shall have been approved by the affirmative vote of the holders of at least a majority of the aggregate number of outstanding shares of capital stock of each of the Constituent Companies. This merger shall be effective at the close of business on the date on which the Articles of Merger are filed with the Arizona Corporation Commission, which is referred to in this plan as the "Effective Date."

6. Capitalization; Number of Shares; Classes and Value; Conversion of Shares and Surplus Notes; Purchases of Shares. The authorized capital of Surviving Corporation, as

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surviving corporation, shall remain 100 shares of common stock, \$1.00 Par Value. The manner and basis of converting the issued and outstanding shares of the Disappearing Corporations are as follows: No new shares of the Surviving Corporation's capital stock will be issued in connection with this merger, and each share of the Disappearing Corporations' issued and outstanding common stock, \$5.00 par value, shall be cancelled and cease to exist, as of the Effective Date. Each share of Surviving Corporation issued and outstanding as of the Effective Date shall continue to be issued and outstanding. This merger shall not change any of the existing relative rights, voting powers, preferences or restrictions of common stock of Surviving Corporation.

7. Name and Continued Corporate Existence of Surviving Corporation. The corporate name of Surviving Corporation, the corporation whose corporate existence is to survive this merger and continue thereafter as the Surviving Corporation, and its identity, existence, purposes, powers, objects, franchises, rights and immunities shall continue unaffected and unimpaired by the merger, and the corporate identity, existence, purposes, powers, objects, franchises, rights and immunities of Disappearing Corporations shall be wholly merged into the Surviving Corporation. Accordingly, on the Effective Date, the separate existence of Disappearing Corporations shall cease.

8. Articles of Incorporation. The articles of incorporation of Surviving Corporation as Surviving Corporation shall not be amended as a result of this Plan of Merger and the carrying out of this Plan of Merger. No changes in the articles of incorporation are contemplated.

9. Bylaws. The bylaws of Surviving Corporation as Surviving Corporation shall not be amended as a result of this Plan of Merger and the carrying out of this Plan of Merger. No changes in the bylaws are contemplated, and they shall remain in effect until they shall be altered, amended or repealed or until new bylaws shall be adopted in accordance with the provisions of law, the bylaws and the articles of incorporation of the Surviving Corporation.

10. Directors and Officers. The directors and officers of Surviving Corporation, as Surviving Corporation, on the Effective Date shall continue to serve as directors and officers of the Surviving Corporation pursuant to the articles of incorporation and bylaws of Surviving Corporation.

11. Manner of Converting Assets. As of the Effective Date of the merger, Surviving Corporation, as surviving corporation, shall without other transfer succeed to and possess all of the rights, privileges, franchises, and immunities of the Disappearing Corporations of a public, private and mixed nature. As of such date, Surviving Corporation shall be subject to all of the duties and liabilities of the Disappearing Corporations. All and singular rights, privileges, powers and franchises of the Disappearing Corporations shall be vested in Surviving Corporation as of the Effective Date. All property (real, personal, or mixed), rights, privileges, powers and franchises and all and every other interest shall thereafter be as effectively the property of Surviving Corporation as they were of the Disappearing Corporations. All rights of creditors and all liens upon any properties of the Disappearing Corporations shall be preserved unimpaired, and all debts, liabilities, restrictions, obligations and duties of the Disappearing Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities, restrictions, obligations and duties had been incurred or

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contracted by it. Any action or proceeding pending by or against the Disappearing Corporations may be prosecuted to judgment as if the merger had not taken place, or the Surviving Corporation may be substituted in place of the Disappearing Corporations in actions against it.

12. Appointment of Surviving Corporation as Attorney-In-Fact for Disappearing Corporations. The officers of Surviving Corporation shall be authorized, from time to time after the Effective Date for and in the name of the Disappearing Corporations, to execute and deliver or cause to be executed and delivered any deeds or other instruments necessary or desirable to vest or perfect in or confirm to the Surviving Corporation, its successors and assigns, title to and possession of all of the property rights, privileges, powers, immunities, franchises and interests of the Disappearing Corporations.

13. Amendment. Anything contained in this Plan of Merger or elsewhere to the contrary notwithstanding, this Plan may be amended, modified, terminated or abandoned at any time (whether before or after the approval and adoption thereof by the shareholders of the Constituent Corporations) by the mutual consent of the boards of directors of the Constituent Corporations.

14. Successors and Assigns. The Plan of Merger shall be binding upon and shall inure to the benefit of the parties hereto and their respective successors and assigns.

15. Arizona Law Applies. This Plan of Merger shall be construed and interpreted in accordance with the laws of the State of Arizona, the domiciliary state of the Surviving Corporation.

16. Counterparts. This Plan of Merger may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together shall constitute one in the same instrument.

IN WITNESS WHEREOF, this agreement has been executed by the duly authorized officers of the Constituent Corporations as of the date and year first above written, pursuant to authority of the boards of directors of the Constituent Corporations.

SURVIVING CORPORATION:

S FORM TECHNOLOGY, LTD.

By: 

ALAN KAPLAN, President

DISAPPEARING CORPORATIONS:

CHARIOTOAK, INC.

By: 

BRIDGET BELLAVIGNA, President

CHARIOTSTAR, INC.

By: 

BRIDGET BELLAVIGNA, President