

S20335

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

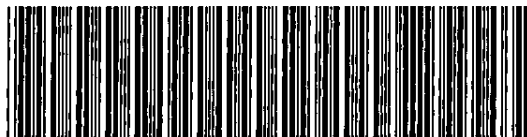
(Document Number)

Certified Copies \_\_\_\_\_

Certificates of Status ☒

Special Instructions to Filing Officer:

Office Use Only



500095650165

04/10/07--01011--014 \*\*88.75

*Merger*

FILED

07 APR 10 AM 11:34

CLERK OF STATE  
TALLAHASSEE, FLORIDA

T. Roberts APR 12 2007

**STANLEY A. MCDONALD**  
*Attorney at Law*  
2430 Shadowlawn Drive, Suite 12  
Naples, Florida 34112  
Tel. (239) 775-7710  
Fax (239) 775-3266

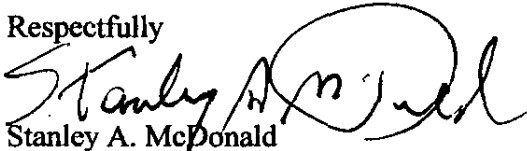
April 6, 2007

Division of Corporations  
Corporate Filings  
Post Office Box 6327  
Tallahassee, Florida 32314-6327

Re: Contronex, Inc./Netvivo, Inc

Enclosed herewith are Articles of Merger and Plan of Merger with the filing fee of \$70.00 plus \$18.75 for a certified copy of Articles of Merger, total \$88.75.

Respectfully

  
Stanley A. McDonald

SAM/ps  
cc: file  
Encl: listed

FILED  
07 APR 10 AM 11:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
OF  
CONTRONEX, INC., a Florida Corporation  
AND  
NETVIVO, INC., a Florida Corporation

ARTICLES OF MERGER between CONTRONEX, INC., a Florida corporation, (the "Surviving Corporation") and NETVIVO, INC., a Florida corporation, (the "Disappearing Corporation").

Under §607.1105 of the Florida Business Corporation Act (the "Act"), CONTRONEX, INC. and NETVIVO, INC. adopt the following Articles of Merger.

1. The Plan of Merger, dated March 31, 2007, ("Plan"), between CONTRONEX, INC. and NETVIVO, INC., was unanimously approved and adopted by the directors and shareholders of CONTRONEX, INC. on March 31, 2007, and was unanimously approved and adopted by the directors and shareholders of NETVIVO on March 31, 2007.

2. Under the Plan of Merger, all issued and outstanding shares of NETVIVO, INC.'s stock will be acquired by means of merger of NETVIVO, INC. into CONTRONEX, INC., with CONTRONEX, INC. the surviving corporation.

3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.

4. Under §607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands on March 31, 2007.

ATTEST:

By: 

Secretary

(Corporate Seal)

CONTRONEX, INC.  
A Florida Corporation

By: 

President

ATTEST:

By: 

Secretary

(Corporate Seal)

NETVIVO, INC.  
A Florida Corporation

By: 

President

## PLAN OF MERGER

Merger between CONTRONEX, INC. (the "Surviving Corporation") and NETVIVO, INC. (the "Disappearing Corporation", collectively the "Constituent Corporations"). This merger is being effected under this plan of merger ("Plan") in accordance with §§607.1101 *et seq.* of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corporation, in effect immediately before the Effective Date of the Merger, shall, without any changes, be the Articles of Incorporation of the Surviving Corporation from and after the Effective Date until further amended as permitted by law.

2. Distribution to Shareholders of the Constituent Corporations. On the Effective Date, each share of Disappearing Corporation's common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for one share of the Surviving Corporation's stock in accordance with this plan. Each share of Surviving Corporation's stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corporation's stock.

3. Satisfaction of Rights of Disappearing Corporation Shareholders. All shares of Surviving Corporation's stock into which shares of Disappearing Corporation's stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corporation shall cease, and Surviving Corporation shall be fully vested in Disappearing Corporation's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 of the Act.

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

6. Filing With Florida Secretary of State and Effective Date. At Closing, Disappearing Corporation and Surviving Corporation shall cause their respective executive officers to execute Articles of Merger, and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in

such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corporation to the Florida Secretary of State. In accordance with §607.1105(1)(b) of the Act, the Articles of Merger shall specify the "Effective Date" which shall be the filing date of the Articles.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger this 31<sup>✓</sup> day of March, 2007.

ATTEST:

By: 

Secretary  
(Corporate Seal) ✓

CONTRONEX, INC.  
A Florida Corporation

By: 

President

ATTEST:

By: 

Secretary  
(Corporate Seal) ✓

NETVIVO, INC.  
A Florida Corporation

By: 

President