

S37116

VERO PROPERTY MANAGEMENT INC.
155 31st Avenue SW
Vero Beach, FL 32968-3297
(561)770-2252/FAX(561)770-2214

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JAN -9 AM 8:56

January 4, 2002

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*****78.75 *****78.75

Department of State
Division of Corporations
Amendment Section
PO Box 6327
Tallahassee, FL 32314

Re: VERO PROPERTY MANAGEMENT INC. and VERO TECHNICAL
SUPPORT INC.

Dear Sir or Madam:

Enclosed please find the following:

1. Original and one copy of Articles of Merger for the above referenced corporations.
2. Original and one copy of Amendment to Articles of Incorporation for Vero Property Management Inc.
3. Check in the amount of \$78.75 for the filing fee and certification fee for the Articles of Merger.
4. Check in the amount of \$43.75 for the filing fee and certification fee for the Amendment to Articles of Incorporation.

Please return certified copies of the documents to the above address.

Thank you for your attention to the foregoing.

Sincerely,


Judith E. Lightfoot

Merger & N/C
V SHEPARD JAN 16 2002

ARTICLES OF MERGER
Merger Sheet

MERGING:

VERO TECHNICAL SUPPORT INC., a Florida corporation, P00000111099

INTO

**VERO PROPERTY MANAGEMENT INC. which changed its name to VERO
TECHNICAL SUPPORT INC., a Florida entity, S37116**

File date: January 9, 2002

Corporate Specialist: Velma Shepard

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ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

FIRST: - The name and jurisdiction of the surviving corporation:

 VERO PROPERTY MANAGEMENT INC. State of Florida

SECOND: The name and jurisdiction of each merging corporation:

 VERO PROPERTY MANAGEMENT INC. State of Florida
 VERO TECHNICAL SUPPORT INC. State of Florida

THIRD: The Plan of Merger is attached.

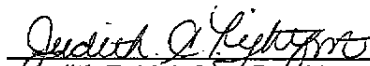
FOUR: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: The Plan of Merger was adopted by the board of directors of the surviving corporation on December 17, 2001 and shareholder approval was not required.

SIXTH: The Plan of Merger was adopted by the board of directors of the merging corporation on December 17, 2001 and shareholder approval was not required.

SEVENTH: Executed by:

VERO PROPERTY MANAGEMENT INC. VERO TECHNICAL SUPPORT INC.


Judith E. Lightfoot, President


George B. Sigler, President

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section 607.110, Florida Statute and is being submitted in accordance with the laws of any other applicable jurisdiction of incorporation.

FIRST: The name and jurisdiction of the surviving corporation:

VERO PROPERTY MANAGEMENT INC. State of Florida

SECOND: The name and jurisdiction of each merging corporation:

VERO PROPERTY MANAGEMENT INC. State of Florida
VERO TECHNICAL SUPPORT INC. State of Florida

THIRD: The terms and conditions of the merger are as follows:

- VERO PROPERTY MANAGEMENT INC. and VERO TECHNICAL SUPPORT INC. shall merge together to form one corporation with the surviving corporation being VERO PROPERTY MANAGEMENT INC.
- VERO PROPERTY MANAGEMENT INC. will assume all obligations, debts, liabilities and assets of VERO TECHNICAL SUPPORT INC.
- The name of the surviving corporation, VERO PROPERTY MANAGEMENT INC. will be changed to VERO TECHNICAL SUPPORT INC.
- The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

Fourth: — The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

- The surviving corporation, VERO PROPERTY MANAGEMENT INC., will buy all the issued shares from the shareholders in VERO TECHNICAL SUPPORT INC. for the price of \$1.00 per share.

Fifth: — Amendments to the articles of incorporation of the surviving corporation, VERO PROPERTY MANAGEMENT INC. are indicated as follows:

- ARTICLE 1 – Name. "The name of the corporation is amended to read: VERO TECHNICAL SUPPORT INC."