

CORBETT CROCKETT & LECKRONE
AN ASSOCIATION OF ATTORNEYS

SUITE 1050 AMERICAN CENTER
1300 WEST END AVENUE
NASHVILLE, TENNESSEE 37203

W. LEE CORBETT, P.C.
JOE VAULX CROCKETT, III
JAMES DAVID LECKRONE
DAVID F. LEWIS
LAURIE D. JEWETT

TELEPHONE 383-0500
FACSIMILE 383-5556
AREA CODE 615

EMAIL: COUNSEL@CCLLAW.COM

April 7, 1998

VIA 2 DAY EXPRESS

Secretary of State's Office
Amendment Section
409 E. Gaines Street
Tallahassee, Florida 32399

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*****70.00 *****70.00

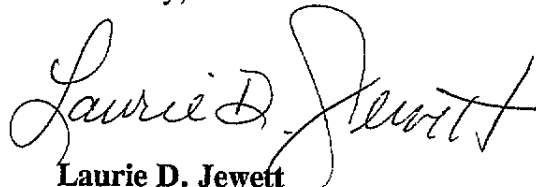
Re: Merger of VIRAH CORPORATION

Dear Sir or Madam:

Please find enclosed for filing one original and one copy of a Plan of Merger and Articles of Merger for Virah Corporation. Also enclosed is a check made payable to the Secretary of State in the amount of \$70.00. Please mark enclosed copy "filed" and return it in the enclosed self-addressed, stamped envelope.

Please let me know if you need anything further in this regard. Your assistance in this matter is greatly appreciated.

Sincerely,



Laurie D. Jewett
(Direct Dial: 385-2400)

LDJ/sdg
cc: Hitesh Patel

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

 S74625
5 p8 merger
4-28-98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 16, 1998

CORBETT CROCKETT & LECKRONE
% LAURIE JEWETT
3100 WEST END AVE., #1050
NASHVILLE, TN 37203

SUBJECT: VIRAH CORPORATION
Ref. Number: S74625

We have received your document for VIRAH CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

In order to file your document, the subject entity must first be reinstated.

The fee to reinstate will be \$900.00.

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) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 698A00020435

ARTICLES OF MERGER
Merger Sheet

MERGING:

VIRAH CORPORATION, document number S74625, a Florida corporation

INTO

VIRAH CORPORATION, a Tennessee corporation not qualified in Florida.

File date: April 28, 1998

Corporate Specialist: Carol Mustain

PLAN OF MERGER

Pursuant to the provisions of Section 607.1105, of the Florida Statutes Annotated, the undersigned domestic corporation and foreign corporation set forth this Plan of Merger and state as follows:

1. The name of the domestic corporation that is a party to the merger is **VIRAH CORPORATION**.

2. The name of the foreign corporation that is a party to the merger is **VIRAH CORPORATION**.

3. The merger is permitted by the laws of the State of Florida, and **VIRAH CORPORATION** has complied with those laws in effecting the merger.

4. The name of the surviving corporation shall be **VIRAH CORPORATION**, which shall be governed by the laws of the State of Tennessee.

5. The terms and conditions of the merger are that all shareholders of the domestic **VIRAH CORPORATION** will retain the same interests in the foreign corporation, which is the surviving entity known as **VIRAH CORPORATION** in the State of Tennessee. Following the merger **VIRAH CORPORATION**, a Tennessee corporation, which is the surviving corporation, shall assume all contracts, obligations and liabilities of **VIRAH CORPORATION**, a Florida corporation, and shall thereupon and thereafter possess all rights, privileges, immunities, assets, property, debts, liabilities and choses in action of the merging corporations, without the necessity of any other formal documentation, except as may be required by law.

6. The manner and basis of converting the shares of each corporation is as follows:

The Shareholders of both corporations and the interests held by them in each corporation are identical. Therefore, upon the effective date of the merger, all shares of stock of the domestic **VIRAH CORPORATION** shall be cancelled and extinguished in all respects, and the shareholders of the surviving

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


corporation shall hold the same interests in the merged corporation as they held in the surviving and disappearing corporation.

7. This Plan of Merger shall become effective upon the filing of Articles of Merger with the Secretary of State for the State of Florida.

DATED this 4th day of APRIL, 1998.


DOMESTIC CORPORATION:

VIRAH CORPORATION, a Florida corporation

By: 
Name: Hitesh M. Patel
Title: President

FOREIGN CORPORATION:

VIRAH CORPORATION, a Tennessee corporation

By: 
Name: Hitesh M. Patel
Title: President

ARTICLES OF MERGER
OF
VIRAH CORPORATION, a Florida Corporation
INTO
VIRAH CORPORATION, a Tennessee Corporation

Pursuant to the provisions of Section 607.1105 of the Florida Statutes Annotated, the undersigned surviving corporation submits these Articles of Merger and states as follows:

1. The Plan of Merger is attached hereto and was approved by each of the herein named corporations.

2. The effective date of the Plan of Merger is the filing date of the Articles of Merger.

3. On 4th APRIL, 1998, by action of the Board of Directors and Shareholders by unanimous written consent, **VIRAH CORPORATION** of Florida adopted the Plan of Merger referenced herein.

4. As to **VIRAH CORPORATION**, a Tennessee corporation, the surviving foreign corporation, the Plan was duly approved by its shareholders on 4th APRIL, 1998.

DATED this 4th day of APRIL, 1998.

SURVIVING CORPORATION:

VIRAH CORPORATION,
a Tennessee corporation

By: 
Name: Hitesh M. Patel
Title: President

DISAPPEARING CORPORATION:

VIRAH CORPORATION,
a Florida corporation

By: 
Name: Hitesh M. Patel
Title: President