

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H10000071378 3)))



H100000713783ABC.

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

RE-SUBMIT

To:

Division of Corporations
 Fax Number : (850) 617-6380

**Please retain original filing
 date of submission 3/30**

From:

Account Name : C T CORPORATION SYSTEM
 Account Number : FCA000000023
 Phone : (850) 222-1092
 Fax Number : (850) 878-5368

Effective 3/31/2010

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: (See attached)

RECEIVED

2010 APR -1 AM 8:00

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE
MASA Ventures, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	027
Estimated Charge	\$70.00

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

10 MAR 30 AM 10:43

FILED

Wagner
4/5/10

**ARTICLES OF MERGER OF CSM-MONENCO, INC.
WITH AND INTO MASA VENTURES, INC.**

FILED
10 MAR 30 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MASA Ventures, Inc. hereby certifies that:

- (1) The name and state of incorporation of each of the constituent entities are:
 - (a) CSM-MONENCO, INC., a Florida corporation; and
 - (b) MASA Ventures, Inc., a Colorado corporation.
- (2) An Agreement and Plan of Merger was approved, adopted, certified, acknowledged and executed by the board of directors of CSM-MONENCO, INC. on March 22, 2010 and by the board of directors of MASA Ventures, Inc. on March 22, 2010.
- (3) The name of the surviving corporation is MASA Ventures, Inc.
- (4) The merger shall be effective as of 11:59 p.m. Eastern Standard Time on March 31, 2010.
- (5) The Articles of Incorporation of MASA Ventures, Inc. shall be the Articles of Incorporation of the surviving corporation.
- (6) The executed Agreement and Plan of Merger is on file at the principal place of business of MASA Ventures, Inc. at 1979 Lakeside Parkway, Suite 400, Tucker, Georgia 30084.
- (7) A copy of the Agreement and Plan of Merger will be furnished by MASA Ventures, Inc., on request and without cost, to any stockholder of any of the constituent entities.

IN WITNESS WHEREOF, MASA Ventures, Inc. has caused this certificate to be signed by its authorized officer on the 22nd day of March, 2010.

MASA VENTURES, INC.

By: 

Gregory R. Gerrish, Assistant Corporate Secretary

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made and entered into this 22nd day of March, 2010, by and between MASA VENTURES, INC., a Colorado corporation ("MASA") and CSM-MONENCO, INC., a Florida corporation ("CSM"). MASA and CSM are hereinafter sometimes referred to collectively as the "Constituent Corporations."

WITNESSETH:

WHEREAS, the respective Boards of Directors and stockholders of the Constituent Corporations deem it desirable and in the best interests of their respective corporations that CSM be merged with and into MASA, as further and more specifically provided herein;

NOW, THEREFORE, the Constituent Corporations do hereby adopt this Agreement and Plan of Merger and do hereby agree as follows:

- 1) Merger. At the Effective Time of the Merger (as hereinafter defined), CSM shall be merged with and into MASA in a statutory merger (the "Merger") to be consummated pursuant to and on the terms and conditions set forth in this Agreement and Plan of Merger and in accordance with the laws of the States of Florida and Colorado. MASA shall be the surviving corporation of the Merger (the "Surviving Corporation"), and shall continue its corporate existence as a corporation governed by the laws of the State of Colorado.
- 2) Effective Time of the Merger. The time when the Merger shall become effective (the "Effective Time of the Merger") shall be at 11:59 p.m., Eastern Standard Time, on March 31, 2010.
- 3) Articles of Incorporation and Bylaws.
 - a) Articles of Incorporation. From and after the Effective Time of the Merger, the Articles of Incorporation of MASA, as in effect immediately prior to the Effective Time of the Merger shall be the Articles of Incorporation of the Surviving Corporation, subject to the right of the Surviving Corporation to subsequently amend its Articles of Incorporation in accordance with such Articles of Incorporation and the Colorado Business Corporation Act (the "CBCA").
 - b) Bylaws. From and after the Effective Time of the Merger, the Bylaws of MASA, as in effect immediately prior to the Effective Time of the Merger, shall be the Bylaws of the Surviving Corporation, until changed or amended as provided therein.

4) Directors and Officers.

a) Directors. From and after the Effective Time of the Merger, the directors of the Surviving Corporation shall be those individuals who were directors of MASA immediately prior to the Effective Time of the Merger, each of whom shall continue to hold office subject to the provisions of the CBCA and the Articles of Incorporation and Bylaws of the Surviving Corporation.

b) Officers. From and after the Effective Time of the Merger, the officers of the Surviving Corporation shall be those individuals who were officers of MASA immediately prior to the Effective Time of the Merger in their respective capacities as such, each of whom shall continue to hold office subject to the provisions of the CBCA and the Bylaws of the Surviving Corporation.

5) Cancellation of Shares; No Further Transfer.

a) Cancellation of Shares. The effect of the Merger on the shares of the capital stock of CSM issued and outstanding immediately prior to the Effective Time of the Merger shall be as follows: each and every share of capital stock of CSM shall be cancelled, and no payment shall be made in respect thereof.

b) No Further Transfers. Upon and after the Effective Time of the Merger, no transfer of shares of capital stock of CSM issued and outstanding immediately prior to the Effective Time of the Merger shall be made on the stock transfer books of the Surviving Corporation.

6) Effects of the Merger. At the Effective Time of the Merger:

a) the Constituent Corporations shall be merged into a single corporation, which shall be the Surviving Corporation;

b) the separate existence of CSM shall cease;

c) the Surviving Corporation shall have all of the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation organized under the CBCA;

d) the Surviving Corporation shall possess all the rights, privileges, immunities and franchises, as well of a public as of a private nature, of each of the Constituent Corporations;

e) all property, real, personal and mixed, and all debt due on whatever account, and all other choses in 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;

f) 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 the Merger;

g) the Surviving Corporation shall be responsible and liable for all of the liabilities, obligations and penalties of each of the Constituent Corporations;

h) any claim existing or action or proceeding, civil or criminal, pending by or against either of the Constituent Corporations may be prosecuted as if the Merger had not taken place or the Surviving Corporation may be substituted in its place, and any judgment rendered against either of the Constituent Corporations may be enforced against the Surviving Corporation; and

i) neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the Merger.

7) Other Provisions with Respect to the Merger.

a) The Constituent Corporations shall cause all required documents to be executed, verified, filed and recorded and all required acts to be done in order to accomplish the Merger in accordance with the applicable provisions of the CBCA.

b) This Agreement and Plan of Merger may be abandoned at any time prior to the Effective Time of the Merger by mutual consent of each of the Constituent Corporations, expressed by action of their respective Board of Directors.

c) The Constituent Corporations, by mutual consent of their respective Boards of Directors and to the extent permitted by law, may amend, modify, supplement and interpret this Agreement and Plan of Merger in such manner as may be mutually agreed upon by them in writing.


d) If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurance in law or other action is necessary or desirable to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation the title to any property or rights of either Constituent Corporation acquired or to be acquired by or as a result of the Merger, the proper officers and directors of the Surviving Corporation shall be and they hereby are, severally and fully authorized to execute and deliver such deeds, assignments and assurances in law and to take such other action as may be necessary or proper in the name of the Surviving Corporation to vest, perfect or confirm title to such property or rights in the Surviving Corporation and otherwise to carry out the purpose of this Agreement and Plan of Merger.

IN WITNESS WHEREOF, each of MASA and CSM has caused this Merger Agreement
to be signed by its respective authorized officer, all on the date first above written.

MASA VENTURES, INC.

By: 
Gregory R. Gerrish,
Assistant Corporate Secretary

CSM-MONENCO, INC.

By: 
Gregory R. Gerrish,
Assistant Corporate Secretary