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Division of Corporations

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

UNICO HOLDINGS, INC.

Certificate of Status	0
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Page Count	06
Estimated Charge	\$78.75

04 APR 13 PM 4:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## WHITE & CASE

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## FACSIMILE TRANSMISSION

Date:	April 14, 2004	No. of Pages (including cover):	9
To:	Susan Payne Florida Department of State	Fax Number:	850-205-0380
		Contact Number:	850-245-6901
From:	Janet L. LaPointe	Reference No.:	1517999-0002

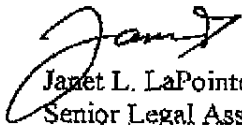
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Hi Susan,

Reference Fax Audit No. H04000078357, as we discussed, I have changed the attached Articles of Merger to reflect an adoption date by the shareholders of both the surviving and merging corporations to April 12, 2004. I trust this is all you need to complete the filing. Please back date the filing date to the date originally received in your office, April 13, 2004.

Thank you again for your assistance, and please let me know if you need anything further. I look forward to receiving evidence of filing.

Regards,

  
Janet L. LaPointe  
Senior Legal Assistant

Attachments

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# **ARTICLES OF MERGER** (Profit Corporations)

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the surviving corporation:

EFFECTIVE DATE  
4/15/04

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
Unico Holdings, Inc.	Florida	V34692

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
Cardinal-Unico Acquisition Corp.	Delaware	3769492

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TALLAHASSEE, FLORIDA

Third: The Plan of Merger is attached.

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

OR 04 / 15 / 04 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on April 12, 2004.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

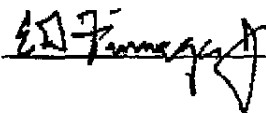
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on April 12, 2004.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

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**Seventh: SIGNATURES FOR EACH CORPORATION**Name of CorporationSignatureTyped or Printed Name of Individual & TitleCardinal-Unico Acquisition  
Corp.

Edward G. Finnegan, Jr., President

Unico Holdings, Inc.



Christopher Bohlman, President

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**PLAN OF MERGER**  
(No Subsidiaries)

The following plan of merger is submitted in compliance with Section 607.1107 of the Florida Business Corporation Act and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Unico Holdings, Inc.	Florida
Cardinal-Unico Acquisition Corp.	Delaware

**Second:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
Unico Holdings, Inc.	Florida

**Third:** The terms and conditions of the merger are as follows:

In accordance with the Florida Business Corporation Act ("FBCA"), at the Effective Time (as defined below): (i) Cardinal-Unico Acquisition Corp. shall be merged with and into Unico Holdings, Inc. (the "Merger"), (ii) the separate corporate existence of Cardinal-Unico Acquisition Corp. shall cease and (iii) Unico Holdings, Inc. shall be the surviving corporation (the "Surviving Corporation") and shall continue its legal existence under the laws of the State of Florida. The Merger is being consummated in accordance with and is subject to the terms and conditions set forth in that certain Agreement and Plan of Merger by and among Unico Holdings, Inc., Cardinal-Unico Acquisition Corp., Cardinal-Unico Holdings Company, a Florida corporation, Cardinal Growth, L.P. and Christopher Bohlman dated as of April 15, 2004 (the "Merger Agreement").

The Merger shall become effective on April 15, 2004 (the "Effective Time").

At the Effective Time, the effect of the Merger shall be as provided in the applicable provisions of the FBCA. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, all the property, rights, privileges, powers and franchises of Unico Holdings, Inc. and Cardinal-Unico Acquisition Corp. shall vest in the Surviving Corporation, and all debts, liabilities, obligations, restrictions and duties of Unico Holdings, Inc. and Cardinal-Unico Acquisition Corp. shall become the debts, liabilities, obligations, restrictions and duties of the Surviving Corporation.

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

At the Effective Time, (i) the shares of common stock of Cardinal-Unico Acquisition Corp. issued and outstanding immediately prior to the Effective Time shall be converted into 10,000 shares of common stock of Unico Holdings, Inc., the Surviving Corporation, and distributed Cardinal-Unico Holding Company, the sole shareholder of Cardinal-Unico Acquisition Corp. and (ii) all such shares of the common stock of Cardinal-Unico Acquisition Corp., by virtue of the Merger and without any action on the part of the holder thereof, shall be canceled and extinguished and shall cease to exist without any cash or other consideration being paid therefor.

At the Effective Time, 7,943,000 shares of the common stock of Unico Holdings, Inc., the Surviving Corporation, owned by Christopher Bohlman prior to the closing shall be canceled in exchange for cash and one subordinated promissory note made by the Surviving Corporation in favor of Mr. Bohlman dated as of the Effective Time.

At the Effective Time, all remaining outstanding shares of Unico Holdings, Inc., the Surviving Corporation, by virtue of the Merger and without any action on the part of the holder thereof shall be cancelled and extinguished and shall cease to exist.

**Fifth:** The articles of incorporation of the Surviving Corporation shall be amended as set forth on Exhibit A attached hereto.

**Sixth:** The board of directors of either Unico Holdings, Inc. or Cardinal-Unico Acquisition Corp. may abandon or terminate the Merger prior to the Effective Time (notwithstanding the prior vote or consent of the shareholders of each such corporation in favor of the Merger), without obtaining the vote or consent of its shareholders in favor of such abandonment or termination in accordance with the terms of the Merger Agreement.

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**Exhibit A to Plan of Merger**

**Amendment of Articles of Incorporation of Unico Holdings, Inc., a Florida corporation**

See attached

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**EXHIBIT A**

**AMENDMENT TO ARTICLES OF INCORPORATION  
OF  
UNICO HOLDINGS, INC.  
(a Florida corporation)**

The undersigned, Christopher Bohman, hereby certifies that:

ONE: He is the duly elected and acting President of Unico Holdings, Inc., a Florida corporation (the "Corporation"), organized and existing under the Business Corporation Act, as amended, of the State of Florida ("FBCA");

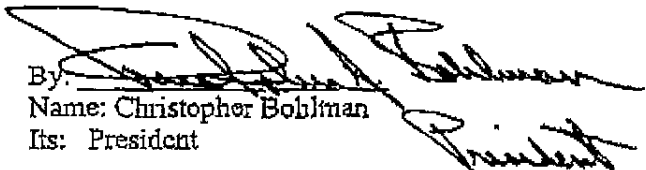
TWO: The Board of Directors of the Corporation, acting in accordance with Sections 607.0821 and 607.1001 of the FBCA and in accordance with the other applicable provisions of the FBCA, has unanimously approved a resolution declaring the adoption of the following amendment to the Articles of Incorporation of the Corporation and recommended to the stockholders of the Corporation that they approve the amendment set forth below; and

THREE: The Stockholders of the Corporation, acting pursuant to Sections 607.0704 and 607.1001 of the FBCA and in accordance with the other applicable provisions of the FBCA, unanimously approved a resolution declaring the adoption of the following amendment to the Articles of Incorporation of the Corporation:

RESOLVED: Article VIII (Pre-emptive Rights) of the Articles of Incorporation of the Corporation is hereby deleted in its entirety.

DATED: April 12, 2004

UNICO HOLDINGS, INC.,  
a Florida corporation

By:   
Name: Christopher Bohman  
Its: President

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