

V64961

FILING COVER SHEET

REFERENCE:

0173.4020

DATE:

10-2-98

CONTACT:

CINDY HICKS

FROM:

CORPORATE & CRIMINAL RESEARCH SERVICES

103 N. MERIDIAN STREET

TALLAHASSEE, FL 32301

TELEPHONE:

222-1173

SUBJECT:

C/m Data, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -2 PM 2:03

STATE FEES PREPAID WITH CHECK # 3330 FOR \$ 78.75

PLEASE FILE:

- | | | |
|--|--|--|
| <input type="checkbox"/> ARTICLES OF INC. | <input type="checkbox"/> AMENDMENT | <input type="checkbox"/> DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> ANNUAL REPORT |
| <input type="checkbox"/> FICTITIOUS NAME | <input type="checkbox"/> LIMITED LIABILITY | <input type="checkbox"/> REINSTATEMENT |
| <input type="checkbox"/> TRADEMARK/SERVICE | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |

RECEIVED
98 OCT -2 AM 11:37
DIVISION OF CORPORATION

PROVIDE US WITH:

- ☒ CERTIFIED COPY ☐ CERTIFICATE OF STATUS ☐ STAMPED COPY

Examiner's Initials

700002654387--9
-10/02/98--01056--005
*****78.75 *****78.75

merger
SP 10/2/98

ARTICLES OF MERGER
Merger Sheet

MERGING:

C/M DATA, INC., a FL corp., #V64961
,

INTO

MARRAC RESOURCES, INC.. a Nevada corporation not qualified in Florida

File date: October 2, 1998

Corporate Specialist: Susan Payne

**ARTICLES OF MERGER
DOMESTIC AND FOREIGN CORPORATIONS
INTO MARRAC RESOURCES, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -2 PM 2: 03

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act and Section 92A.200 of the Nevada Revised Statutes, the undersigned domestic and foreign corporations adopt the following articles of merger for the purposes of merging them into one of such corporations:

1. The names and addresses of the undersigned corporations and the states under the laws of which they are organized are, respectively:

Name/Address of Corporation

State of Incorporation

C/M DATA, INC.
10717 SW 104TH Street
Miami, FL 33176

State of Florida

MARRAC RESOURCES, INC.
c/o National Registered Agents,
INC. of NV
400 West King Street
Carson City, NV 89703

State of Nevada

MARRAC RESOURCES, INC. is the surviving corporation.

2. The laws of the state under which the constituent foreign corporation is organized permit such merger.

3. The name of the surviving corporation is: MARRAC RESOURCES, INC., and is and shall be governed by the laws of the State of Nevada.

4. The Agreement and Plan of Merger, a copy of which is attached as Exhibit "A" and incorporated herein by reference, was duly and unanimously authorized, approved, and adopted by each of the shareholders and board of directors of each of the Non-surviving Corporation and the Surviving Corporation by Written Consent thereto, dated as of the 18th day of September, 1998.

5. As to each of the undersigned corporations, the number of shares outstanding, and the designation of each class entitled to vote as a class on such plan, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Designation of Class</u>
C/M DATA, INC.	100	Common, \$.10 Par Value
MARRAC RESOURCES, INC.	1000	Common, No Par Value

6. As to each of the undersigned corporations, the total number of shares voted for and against such plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares</u>	
	<u>Total Voted For</u>	<u>Total Voted Against</u>
C/M DATA, INC.	100	-0-
MARRAC RESOURCES, INC.	1000	-0-

7. The Articles of Incorporation of the Surviving Corporation, MARRAC RESOURCES, INC., as in effect immediately prior to the date when the Agreement and Plan of Merger was filed with the Secretary of State of the State of Nevada, shall continue to be its Articles of Incorporation following the effective date of the merger, with no changes in any of its provisions.

8. The Surviving Corporation is to be governed by the laws of the State of Nevada.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger, as of the 28th day of September, 1998.

Surviving Corporation:

MARRAC RESOURCES, INC.

Attest:

Mary J. Vaccaro
Secretary

By: Carolyn M. J. Phelps
President

Non-Surviving Corporation:

C/M DATA, INC.

Attest:

Caroline Ann Gillion
Secretary

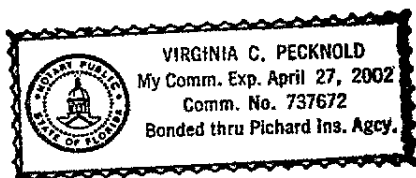
By: Mary J. Vaccaro
President

ACKNOWLEDGMENT

STATE OF FLORIDA)
 :
COUNTY OF MIAMI-DADE)

This instrument was acknowledged before me on this 22nd day of ~~September~~ 1998, by Carolin M.T. Phillips, as the President of MARRAC RESOURCES, INC., a Nevada corporation. She is personally known to me. ~~or has produced a driver's license as identification and did/did~~ not take an oath.

NOTARY PUBLIC:



Sign: *Virginia C. Pecknold*
Print: VIRGINIA C. PECKNOLD
State of Florida at Large
(Seal)

My Commission Expires:

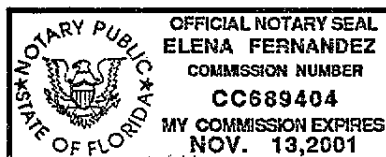
STATE OF FLORIDA)
 :
COUNTY OF MIAMI-DADE)

This instrument was acknowledged before me on this 28th day of September, 1998, by Mary T. Naccarato, as the President of C/M DATA, INC., a Florida corporation. She is personally known to me or has produced a driver's license as identification and did/did not take an oath.

NOTARY PUBLIC:

Sign: *Elena Fernandez*
Print: ELENA FERNANDEZ
State of Florida at Large
(Seal)

My Commission Expires:



AGREEMENT
and
PLAN OF MERGER

This Agreement and Plan of Merger (the "Agreement"), dated September 18, 1998, relates to the merger of C/M DATA, INC., a Florida corporation (the Non-Surviving Corporation"), having a mailing address of 10717 SW 104 Street, Miami, FL 33176 and MARRAC RESOURCES, INC., a Nevada corporation (the "Surviving Corporation"), having a mailing address of c/o National Registered Agents, INC. of NV, 400 West King Street, Carson City, NV 89703.

STIPULATIONS

A. C/M DATA, INC. (hereinafter "DATA" or the "Non-Surviving Corporation"), is a corporation organized and existing under the laws of the State of Florida, and is qualified to do business as a foreign corporation in the State of Nevada.

B. DATA has a capitalization consisting of 100 authorized shares, Ten Cents (\$.10) par value common stock, of which 100 shares are issued and outstanding.

C. MARRAC RESOURCES, INC. (hereinafter "MARRAC" or the "Surviving Corporation"), is a corporation organized and existing under the laws of the State of Nevada.

D. MARRAC has a capitalization consisting of 1000 authorized shares, no par value common stock, of which 1000 shares are issued and outstanding.

E. The boards of directors of the constituent corporations deem it desirable and in the best business interest of the corporations and their shareholders that DATA be merged into MARRAC, pursuant to the authority granted by the provisions of Section 607.1105 of the Florida Business Corporation Act and Section 92A.200 of the Nevada Revised Statutes.

W I T N E S S E T H :

WHEREAS, the Non-surviving Corporation and the Surviving Corporation wish to enter into a merger agreement according to which the non-surviving Corporation will merge with and into the Surviving Corporation, and the Surviving Corporation will be the surviving corporation.

Exhibit A

NOW, THEREFORE, in consideration of the premises and the mutual covenants set forth below, the constituent corporations agree as follows:

Section One. Merger. On the effective date of the Merger, DATA shall be merged with and into MARRAC. Immediately following the Merger, the separate corporate existence of DATA, the Non-surviving Corporation, shall cease and MARRAC shall continue as the Surviving Corporation. The name of the Surviving Corporation shall be MARRAC RESOURCES, INC., a Nevada corporation, which shall continue as the Surviving Corporation.

Section Two. Terms and Conditions. The Merger shall become effective on the day the Articles of Merger and this Agreement and Plan of Merger are filed with the Secretary of State of the State of Nevada, and shall have the effects set forth in Section 607.1106 of the Florida Business Corporation Act and Section 92A.250 of the Nevada Revised Statutes.

Section Three. Conversion of Shares. The manner and basis of converting the shares of the Non-surviving Corporation into shares of the Surviving Corporation is as follows:

(a) Each share of common stock, par value \$.10 per share, of DATA, issued and outstanding immediately before the effective date of the Merger, shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and retired and cease to exist, without any conversion thereof.

(b) Each share of common stock, no par value per share, of MARRAC issued and outstanding immediately before the effective date of the Merger, shall, by virtue of the Merger and the Surviving Corporation being the surviving corporation thereof, and without any action on the part of the holder thereof, continue to exist as one share of common stock, no par value per share, of the Surviving Corporation's common stock.

Section Four. Articles of Incorporation. The articles of incorporation of the Surviving Corporation, MARRAC, shall continue to be its articles of incorporation following the effective date of the Merger, with no changes in any of its provisions.

Section Five. Bylaws. The bylaws of the Surviving Corporation, MARRAC, shall continue to be its bylaws following the effective date of the merger, with no changes in any of its provisions.

Section Six. Directors and Officers. The directors and officers of the Surviving Corporation, MARRAC, on the effective date of the merger shall continue as the directors

and officers of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

Section Seven. Prohibited Transactions. Neither of the constituent corporations shall, prior to the effective date of the Merger, engage in any activity or transaction other than in the ordinary course of business, except that the Non-surviving Corporation and Surviving Corporations may pay regular quarterly dividends on their outstanding common shares in reasonable amounts and take all action necessary or appropriate under the laws of the State of Florida and the State of Nevada, to consummate this Merger.

Section Eight. Approval by Shareholder. This Agreement shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida and the State of Nevada, at meetings to be held on or before September 30, 1998, or at such other time as to which the boards of directors of the constituent corporations may agree.

Section Nine. Effective Date of Merger. The effective date of this Merger shall be the date when the Articles of Merger are filed with the Secretary of State of the State of Nevada.

Section Ten. Abandonment of Merger. This Agreement may be abandoned by action of the board of directors of either the Surviving Corporation or the Non-surviving Corporation at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the stockholders of either the Surviving Corporation or the Non-surviving Corporation on or before September 30, 1998, or such other date as the directors of each corporation may agree upon; or

(b) If, in the judgment of the board of directors of either the Surviving Corporation or the Non-surviving Corporation, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of Florida or the laws of the State of Nevada.

Section Eleven. Execution of Agreement. This Agreement may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

IN WITNESS WHEREOF, this Agreement and Plan of Merger have been executed on behalf of the Corporations, the parties and their officers, and attested by their respective secretaries, pursuant to the authorization of their respective boards of directors on the date first above written.

Non-Surviving Corporation:

C/M DATA, INC.

Attest:

Carolyn M. D. Phelps
Secretary

By: Mary J. Nassarato
President

Surviving Corporation:

MARRAC RESOURCES, INC.

Attest:

Mary J. Nassarato
Secretary

By: Carolyn M. D. Phelps
President