

V70054

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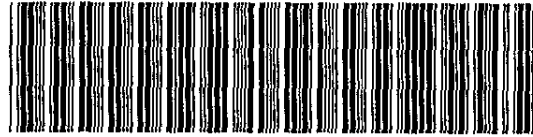
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04 NOV -2 PM 4:05  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

October 6, 2004

A. DEREK ROBERSON  
SNIDER & ROBERSON, P.A.  
1829 E. FRANKLIN ST., STE. 800-C  
CHAPEL HILL, FL 27514

SUBJECT: NASERA CORPORATION  
Ref. Number: V70054

We have received your document for NASERA CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Photo copies are not acceptable for filing.

The document must have original signatures.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

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) 245-6964.

Irene Albritton  
Document Specialist

Letter Number: 204A00058055

**SNIDER & ROBERSON, P.A.**

Attorneys at Law  
1829 East Franklin Street  
Suite 800-C, Franklin Square  
Chapel Hill, North Carolina 27514

Richard J. Snider, Jr.  
A. Derek Roberson  
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Telephone: (919) 933-2700  
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Wendy Kimbel, CLAS

October 29, 2004

Florida Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

FILED  
OCT 29 2 14 PM '04  
TALLAHASSEE, FLORIDA

Re: Nasera Corporation (Ref. # V70054)

Ladies and Gentlemen:

In accordance with your letter (#204A00058055) dated October 6, 2004, a copy of which is attached hereto, please find the original and a copy of the Articles of Merger of Nasera Corporation (a Florida corporation) into Nasera Corporation of N.C. (a North Carolina corporation). You should already have on hand our check in the amount of \$78.75 to cover the \$35 per entity filing fee plus the \$8.75 fee for a certified copy of the Articles of Merger once filed.

Nasera Corporation of N.C. will be the surviving entity and will assume the name "Nasera Corporation" pursuant to the terms of the Plan of Merger. The surviving corporation will not be conducting business in Florida as its offices and operations are located in North Carolina. Since Nasera Corporation (the NC corporation) has never been authorized to conduct business in Florida, I have not included an Application for Withdrawal. However, if one is in fact required as a result of the merger, please let me know and I will have the corporation submit the appropriate document.

Thank you for your assistance and please let me know if you have any questions or need anything further.

Sincerely,



Derek Roberson

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Enclosures

**ARTICLES OF MERGER  
OF  
NASERA CORPORATION  
INTO  
NASERA CORPORATION OF N.C.**

FILED  
04 NOV -2 PM 4:05  
TALLAHASSEE, FLORIDA

Pursuant to Sections 55-11-05 and 55-11-07 of the North Carolina General Statutes and Sections 607.1105 and 607.1107 of the Florida Business Corporation Act, Nasera Corporation of N.C. (hereinafter the "Surviving Corporation") hereby submits these Articles of Merger as the surviving corporation in a merger between a domestic business corporation and a foreign business corporation.

1. The name of the surviving corporation is Nasera Corporation of N.C., a corporation organized under the law of the State of North Carolina and whose address is 437 Dimmocks Mill Road, Hillsborough, Orange County, North Carolina 27278 (hereinafter the "Surviving Corporation").

2. The name of the business corporation being merged into the Surviving Corporation is Nasera Corporation, a business corporation organized under the law of the State of Florida (hereinafter the "Merged Corporation").

3. The merger of the Merged Corporation into the Surviving Corporation is permitted by the laws of both the State of North Carolina and the State of Florida.

4. This merger and the Plan of Merger attached hereto as Exhibit A and hereby made a part hereof were duly approved, adopted, certified, executed, and acknowledged by the shareholders of the Surviving Corporation in the manner prescribed by North Carolina law on August 26, 2004.

5. This merger and the Plan of Merger attached hereto as Exhibit A and hereby made a part hereof were duly approved, adopted, certified, executed, and acknowledged

by the shareholders of the Merged Corporation in the manner prescribed by Florida law on August 26, 2004.

6. The Articles of Incorporation of the Surviving Corporation as of the filing of these Articles of Merger shall be and are hereby amended to change the name of the Surviving Corporation from "Nasera Corporation of N.C." to "Nasera Corporation" such that after the amendment, Article 1 of the Surviving Corporation's Articles of Incorporation shall read as follows:

" 1. The name of the Corporation is Nasera Corporation."

The foregoing amendment to the Surviving Corporation's Articles of Incorporation was approved in accordance with North Carolina law.

7. Except as otherwise provided herein, the Articles of Incorporation of the Surviving Corporation shall not be amended by the Plan of Merger or these Articles of Merger and shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation.

8. The Surviving Corporation is and shall continue to be a corporation of the State of North Carolina.

9. The merger will become effective upon filing of these Articles of Merger.

This the 26<sup>th</sup> day of August, 2004.

NASERA CORPORATION OF N.C.

By:

  
Richard J. Kucera, President

**EXHIBIT A**

**PLAN OF MERGER  
OF  
NASERA CORPORATION  
(A Florida Corporation)  
INTO  
NASERA CORPORATION OF N.C.  
(A North Carolina Corporation)**

This Plan of Merger is made this 26<sup>th</sup> day of August, 2004, by and between Nasera Corporation, a Florida corporation, and Nasera Corporation of N.C., a North Carolina corporation with its principal place of business in Hillsborough, North Carolina.

WHEREAS, both corporations have determined it to be in their best interests to merge into a single corporation as hereinafter specified;

NOW THEREFORE, in consideration of the premises herein, and other good and valid consideration, the receipt and sufficiency of which is hereby acknowledged, the foregoing corporations do hereby prescribe the terms and conditions of their merger and of carrying the same into effect as follows:

1. Entities Participating in Merger.

Nasera Corporation, a corporation formed under the laws of the State of Florida (hereinafter the "Merging Corporation"), will merge into Nasera Corporation of N.C., a corporation formed under the laws of the State of North Carolina and which will be the surviving corporation (hereinafter the "Surviving Corporation").

2. Name of Surviving Corporation.

After the merger, the Surviving Corporation will have, use, and operate under the name Nasera Corporation. As a result, the Articles of Incorporation of the Surviving Corporation shall be amended in order to change the Surviving Corporation's name from "Nasera Corporation of N.C." to "Nasera Corporation." The Surviving Corporation is and shall continue to be a corporation organized under and governed by the laws of the State of North Carolina.

3. Merger.

The merger of the Merging Corporation into the Surviving Corporation will be effected pursuant to the terms and conditions of this Plan of Merger. The merger shall become effective upon the filing of the Articles of Merger with the Secretary of State of the State of North Carolina. Upon the merger's becoming effective, the separate existence of the Merging Corporation will cease, and the corporate existence of the Surviving

Corporation will continue. The time when the merger becomes effective is hereinafter referred to as the "Effective Date."

Upon and after the Effective Date, all of the assets and properties (real, personal, mixed, tangible, intangible, and of every other kind and description and wheresoever situated) of the Merging Corporation shall be and become the assets and properties of the Surviving Corporation, and title thereto shall be deemed to be vested, without further act or deed, in the Surviving Corporation just as effectually as such title was vested in the Merging Corporation.

Upon and after the Effective Date, all debts, liabilities, obligations, and duties of the Merging Corporation shall be assumed by the Surviving Corporation, and thenceforth the Surviving Corporation shall be responsible, without limitation as to amount, for such debts, liabilities, obligations, and duties just as fully and to the same extent as if such debts, liabilities, obligations, and duties had been incurred or contracted originally by the Surviving Corporation.

4. Conversion and Exchange of Shares.

At the Effective Date, the outstanding shares of the corporations participating in the merger will be converted and exchanged as follows:

a. The outstanding shares of the Surviving Corporation will not be converted, exchanged, or altered in any manner as a result of the merger and will remain outstanding as shares of the Surviving Corporation.

b. The shares of the Merging Corporation will be converted and exchanged into shares of the Surviving Corporation at the rate of one share of stock in the Surviving Corporation for every one share of stock previously owned in the Merging Corporation. Any share certificates currently issued to shareholders of the Merging Corporation shall be surrendered to the Surviving Corporation for cancellation and new share certificates representing the appropriate amount of shares in the Surviving Corporation will be issued.

5. Articles of Incorporation.

The Articles of Incorporation of the Surviving Corporation as of the Effective Date of the merger shall be amended to change the name of the Surviving Corporation from "Nasera Corporation of N.C." to "Nasera Corporation" such that after the amendment provided for by this Plan of Merger, Article 1 of the Surviving Corporation's Articles of Incorporation shall read as follows:

" 1. The name of the Corporation is Nasera Corporation."

Except as provided herein, the Articles of Incorporation of the Surviving Corporation shall not be amended by this Plan of Merger and shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation.

6. Corporate Management.

Until altered, amended, or repealed, as provided therein, the Bylaws of the Surviving Corporation on the Effective Date shall remain unaffected as the Bylaws of the Surviving Corporation after the merger. Furthermore, the officers and directors of the Surviving Corporation on the Effective Date shall continue as the officers and directors of the Surviving Corporation after the merger until their respective terms shall expire or until their successors shall be duly elected, or appointed, and qualified in accordance with the Bylaws of the Surviving Corporation.

7. Abandonment.

After the approval of this Plan of Merger by the members of the Merging Corporation and the shareholders of the Surviving Corporation, and at any time prior to the time the merger becomes effective, the directors of the Merged Corporation or the directors of the Surviving Corporation, in their sole discretion, may abandon the merger.

IN TESTIMONY WHEREOF, each of the undersigned corporations have caused this instrument to be executed in their respective names by their President, and their seals to be affixed hereto, all by authority first duly given, the day and year first above written.


(CORPORATE SEAL)

**NASERA CORPORATION**  
(A Florida Corporation)

By:

  
Richard J. Kucera, President

Attest:

  
Carol M. Stanton, Assistant Secretary

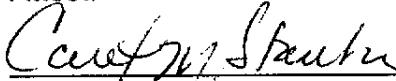
(CORPORATE SEAL)

**NASERA CORPORATION OF N.C.**  
(A North Carolina Corporation)

By:

  
Richard J. Kucera, President

Attest:

  
Carol M. Stanton, Assistant Secretary