

**Delaware Division of Corporations  
401 Federal Street – Suite 4  
Dover, DE 19901  
Ph: 302-739-3073  
Fax: 302-739-3812**

**Agreement of Merger**

Dear Sir or Madam:

Attached please find a Agreement of Merger form to be filed in accordance with the General Corporation Law of the State of Delaware. The fee to file the Agreement is a \$239.00. If your document is more than 1 page, please include an additional \$9.00 for each additional page. You will receive a stamped “Filed” copy of your submitted document. A certified copy may be requested for an additional \$50. Expedited services are available. Please contact our office concerning these fees.

Contact our Franchise Tax Section concerning taxes due on any Delaware companies merging out of existence. A check for the tax payment and the filing/assessment fee must accompany the Certificate for filing. Please make your check payable to the “Delaware Secretary of State”.

For the convenience of processing your order in a timely manner, please include a cover letter with your name, address and telephone/fax number to enable us to contact you, if necessary. Please make sure you thoroughly complete all information requested on this form. It is important that the execution be legible, we request that you print or type your name under the signature line.

Thank you for choosing Delaware as your corporate home. Should you require further assistance in this or any other matter, please don't hesitate to call us at (302) 739-3073.

Sincerely,

Department of State  
Division of Corporations

encl.  
rev. 07/04

**STATE OF DELAWARE  
DELAWARE INTO DELAWARE  
AGREEMENT OF MERGER**

Now on this \_\_\_\_\_ day of \_\_\_\_\_,  
\_\_\_\_\_ A.D., the \_\_\_\_\_  
and the \_\_\_\_\_,  
both Delaware Corporations, pursuant to Section 251 of the General Corporation Law of  
the State of Delaware, have entered into the following Agreement of Merger;

**WITNESSETH** that:

**WHEREAS**, the respective Boards of Directors of the foregoing named  
corporations deem it advisable that the corporations merge into a single corporation as  
hereinafter specified; and

**WHEREAS**, said \_\_\_\_\_  
filed its Certificate of Incorporation in the office of the Secretary of State of the State of  
Delaware on \_\_\_\_\_; and

**WHEREAS**, said \_\_\_\_\_  
filed its Certificate of Incorporation in the office of the Secretary of State of the State of  
Delaware on \_\_\_\_\_;

**NOW, THEREFORE,** the corporations, parties to this Agreement, by and between their respective Boards of Directors, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and of carrying the same into effect as follows:

**FIRST:** The \_\_\_\_\_ hereby merges into itself \_\_\_\_\_ and said \_\_\_\_\_ shall be and hereby is merged into \_\_\_\_\_, which shall be the surviving corporation.

**SECOND:** The Certificate of Incorporation of \_\_\_\_\_, as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

**THIRD:** The manner of converting the outstanding shares of each of the constituent corporations shall be as follows:

**FOURTH:** This merger shall become effective upon filing with the Secretary of State of Delaware.

**IN WITNESS WHEREOF**, the parties to this Agreement, pursuant to authority duly given by their respective Boards of Directors, have caused this Agreement of Merger to be executed by an authorized officer of each party hereto.

\_\_\_\_\_  
(Name of Corporation)

By: \_\_\_\_\_  
Authorized Officer

Name: \_\_\_\_\_  
Print or Type

Title: \_\_\_\_\_

\_\_\_\_\_  
(Name of Corporation)

By: \_\_\_\_\_  
Authorized Officer

Name: \_\_\_\_\_  
Print or Type

Title: \_\_\_\_\_

I, \_\_\_\_\_,  
Secretary of \_\_\_\_\_, a corporation organized  
and existing under the laws of the State of Delaware, hereby certify, as such Secretary of  
the said corporation, that the Agreement of Merger to which this certificate is attached,  
after having been first duly signed on behalf of said corporation by an authorized officer  
of \_\_\_\_\_  
\_\_\_\_\_, a corporation of the State of  
Delaware, was duly submitted to the stockholders of said  
\_\_\_\_\_, at a special  
meeting of said stockholders called and held separately from the meeting of stockholders  
of any other corporation, upon waiver of notice, signed by all the stockholders, for the  
purpose of considering and taking action upon said Agreement of Merger, that  
\_\_\_\_\_ shares of stock of said corporation were on said date issued and  
outstanding and that the holder of \_\_\_\_\_ shares voted by ballot in favor of  
said Agreement of Merger and the holders of \_\_\_\_\_ shares voted by  
ballot against same, the said affirmative vote representing at least a majority of the total  
number of shares of the outstanding capital stock of said corporation, and that thereby the  
Agreement of Merger was at said meeting duly adopted as the act of the stockholders of  
said \_\_\_\_\_, and the duly adopted  
agreement of said corporation.

**WITNESS** my hand on behalf of said  
\_\_\_\_\_ on this \_\_\_\_\_ day of  
\_\_\_\_\_, \_\_\_\_\_.

By: \_\_\_\_\_

Secretary

Name: \_\_\_\_\_

Printed or Typed

I, \_\_\_\_\_,  
Secretary of \_\_\_\_\_, a corporation  
organized and existing under the laws of the State of Delaware, hereby certify, as such  
Secretary of the said corporation, that the Agreement of Merger to which this certificate is  
attached, after having been first duly signed on behalf of said corporation by an authorized  
officer of \_\_\_\_\_

\_\_\_\_\_, a corporation of the State of Delaware, was  
duly submitted to the stockholders of said  
\_\_\_\_\_, at a special meeting of said  
stockholders called and held separately from the meeting of stockholders of any other  
corporation, upon waiver of notice, signed by all the stockholders, for the purpose of  
considering and taking action upon said Agreement of Merger, that  
\_\_\_\_\_ shares of stock of said corporation were on said date issued and  
outstanding and that the holder of \_\_\_\_\_ shares voted by ballot in favor of  
said Agreement of Merger and the holders of \_\_\_\_\_ shares  
voted by ballot against same, the said affirmative vote representing at least a majority of  
the total number of shares of the outstanding capital stock of said corporation, and that  
thereby the Agreement of Merger was at said meeting duly adopted as the act of the  
stockholders of said \_\_\_\_\_, and the duly adopted  
agreement of said corporation.

**WITNESS** my hand on behalf of said  
\_\_\_\_\_ on this \_\_\_\_\_ day of  
\_\_\_\_\_, \_\_\_\_\_.

By: \_\_\_\_\_

Secretary

Name: \_\_\_\_\_

Printed or Typed