

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

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