

**Delaware Division of Corporations
401 Federal Street – Suite 4
Dover, DE 19901
Phone: 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 \$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
AGREEMENT OF MERGER
BETWEEN
A Delaware Domestic Corporation
AND
A Foreign Corporation

This Plan and Agreement of Merger made and entered into on the _____ day of _____, 20____, by and between _____, a Delaware Corporation, and _____, a _____ Corporation.

WITNESSETH:

WHEREAS, the Delaware Corporation is a Corporation organized and existing under the laws of the State of Delaware, its Certificate of Incorporation having been filed in the Office of the Secretary of State of the State of Delaware on _____, _____; and

WHEREAS, _____ is a corporation organized and existing under the laws of the State of _____; and

WHEREAS, the aggregate number of shares which the _____ Corporation has authority to issue is _____; and

WHEREAS, the Board of Directors of each of the constituent corporations deems it advisable that the Delaware Corporation be merged into _____ on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the statutes of the State of Delaware and _____ respectively, which permit such merger;

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, the Delaware Corporation and the _____ Corporation, by their respective Boards of Directors, have agreed and do hereby agree, each with the other as follows:

ARTICLE I

The _____ and the Delaware Corporation shall be merged into a single corporation, in accordance with applicable provisions of the laws of the State of _____ and of the State of Delaware, by the Delaware Corporation merging into the _____ Corporation, which shall be the surviving Corporation.

ARTICLE II

Upon the merger becoming effective as provided in the applicable laws of the State of _____ and of the State of Delaware (the time when the merger shall so become effective being sometimes herein referred to as the “EFFECTIVE DATE OF THE MERGER”):

1. The two Constituent Corporations shall be a single corporation, which shall be _____ as the Surviving Corporation, and the separate existence of

_____ shall cease except to the extent provided by the laws of the State of _____ in the case of a corporation after its merger into another corporation.

ARTICLE III

The Certificate of Incorporation of _____ shall not be amended in any respect by reason of this Agreement of Merger.

ARTICLE IV

The manner of converting the outstanding shares of each of the Constituent Corporations shall be as follows:

ARTICLE V

The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent corporation of Delaware, as well as for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at _____.

IN WITNESS WHEREOF, the _____ Corporation and the Delaware Corporation, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused this Plan and Agreement of Merger to be executed by an authorized officer of each party thereto.

(A Delaware Corporation)

BY: _____
Authorized Officer/Title
Name: _____
Print or Type

(A _____ Corporation)

BY: _____
Authorized Officer/Title
Name: _____
Print or Type

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: _____
Print or Type