

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

**Certificate of Ownership & Merger**  
**Parent into Subsidiary**

Dear Sir or Madam:

Attached please find a Certificate of Ownership form to be filed in accordance with the General Corporation Law of the State of Delaware. The fee to file the Certificate is \$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  
CERTIFICATE OF OWNERSHIP  
AND MERGER**

Section 253 Parent into Subsidiary  
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**CERTIFICATE OF OWNERSHIP AND MERGER  
MERCING**

\_\_\_\_\_  
**INTO**  
\_\_\_\_\_

\_\_\_\_\_, a corporation  
organized and existing under the laws of the State of \_\_\_\_\_

**DOES HEREBY CERTIFY:**

**FIRST:** That it was organized pursuant to the provisions of the General Corporation Law of the State of \_\_\_\_\_, on the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

**SECOND:** That it owns 90% of the outstanding shares of the capital stock of \_\_\_\_\_, a corporation organized pursuant to the provisions of the General Corporation Law to the State of \_\_\_\_\_, on the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_ A.D.

**THIRD:** That its Board of Directors at a meeting held on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_, determined to merge the corporation into said \_\_\_\_\_, and did adopt the following resolutions:

**RESOLVED,** that this corporation, \_\_\_\_\_, merge itself into \_\_\_\_\_, which corporation \_\_\_\_\_, assumes all of the obligations of \_\_\_\_\_.

**FURTHER RESOLVED**, that the terms and conditions of the merger are as follows:

Upon completion of the merger, the holders of the \_\_\_\_\_ of \_\_\_\_\_ shall receive an equivalent number of shares of the \_\_\_\_\_ of \_\_\_\_\_ and shall have no further claims of any kind or nature; and all of the \_\_\_\_\_ of \_\_\_\_\_ held by \_\_\_\_\_ shall be surrendered and canceled.

**FURTHER RESOLVED**, that this resolution to merge be submitted to the stockholders of this corporation, \_\_\_\_\_, at a meeting to be called and held after twenty days notice of the purpose thereof mailed to the last known address of each stockholder and in the event that the holders of at least a majority of the stock of this corporation, \_\_\_\_\_, vote in favor of this resolution that the merger shall be deemed approved.

**FOURTH:** That this merger has been approved by the holders of at least a majority of the outstanding shares of stock of this corporation, \_\_\_\_\_, at a meeting duly called for the purpose.

**IN WITNESS WHEREOF**, said parent corporation has caused this Certificate to be signed by an authorized officer this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

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

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

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