

P97000051299

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



400025895924

01/13/04--01064--007 \*\*78.75

FILED  
04 JAN 25 PM 9 19  
TOLSON

Merger  
T. Lewis 1/26/04



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

January 16, 2004

CAMERON M. SMITH, JR., ESQ.  
SMITH, SILBAR, PARKER & WOFFINDEN, LLP  
19100 VON KARMAN AVENUE, SUITE 400  
IRVINE, CA 92612

SUBJECT: ORMONDE PRESENTATIONS, INC.  
Ref. Number: P97000051299

We have received your document for ORMONDE PRESENTATIONS, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

For each corporation, the document must contain the date of adoption of the plan of merger by the shareholders.

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) 245-6905.

Thelma Lewis  
Document Specialist Supervisor

Letter Number: 004A00003164

RECEIVED  
04 JAN 26 AM 8:09  
DIVISION OF CORPORATIONS

**SMITH, SILBAR, PARKER & WOFFINDEN, LLP**

ATTORNEYS AT LAW

CAMERON M. SMITH, JR.  
LISA WELCH SILBAR  
KEITH M. PARKER  
ARLEN D. WOFFINDEN  
EDWARD TRENT

19100 VON KARMAN AVENUE, SUITE 400  
IRVINE, CALIFORNIA 92612-1539

TELEPHONE (949) 263-8066  
FACSIMILE (949) 263-8073

January 12, 2004

**TRANSMITTAL LETTER**

**VIA FEDERAL EXPRESS**

**TO:** Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

**SUBJECT:** HEADRICK CHASE AND ASSOCIATES, INC., a California corporation  
(Surviving Corporation in merger with Ormonde Presentations, Inc. a Florida  
corporation)

The enclosed merger and fee are submitted for filing.

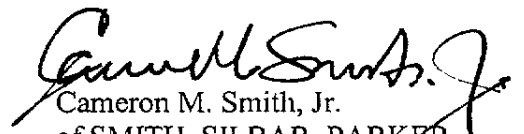
Please return all correspondence concerning this matter to the following:

Cameron M. Smith, Jr.  
Smith, Silbar, Parker & Woffinden, LLP  
19100 Von Karman Avenue, Suite 400  
Irvine, CA 92612

For further information concerning this matter, please call:

Cameron M. Smith, Jr. at (949) 263-8066

Very Truly Yours,

  
Cameron M. Smith, Jr.  
of SMITH, SILBAR, PARKER  
& WOFFINDEN, LLP

**ARTICLES OF MERGER  
(Profit Corporations)**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document #</u>
HEADRICK CHASE AND ASSOCIATES, INC.	California	2028922

**Second:** The name and jurisdiction of each merging corporation:

ORMONDE PRESENTATIONS, INC.	Florida
-----------------------------	---------

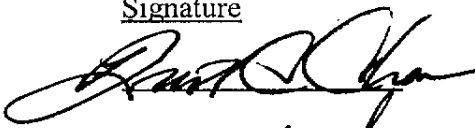
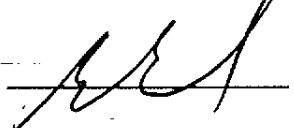
**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall be deemed effective on January 1, 2004, or as soon thereafter as applicable law allows.

**Fifth:** Adoption of Merger by surviving corporation. and by merging corporation.

The Plan of Merger was adopted by the unanimous vote of the shareholders of the surviving corporation on December 26, 2003 and by the unanimous vote of the shareholders of the merging corporation on December 26, 2003.

**Seventh: SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature</u>	<u>Name of Individual/Title</u>
HEADRICK CHASE AND ASSOCIATES, INC.		Brent C. Chase, President
ORMONDE PRESENTATIONS, INC.		Steve G. Ormonde, President

FILED  
JAN 27 10 43 AM '04  
CLERK OF THE CIRCUIT COURT  
IN AND FOR THE COUNTY OF  
DADE, FLORIDA

**PLAN OF MERGER  
(Non Subsidiaries)**

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the surviving Corporation:

<u>Name</u>	<u>Jurisdiction</u>
HEADRICK CHASE AND ASSOCIATES, INC.	California

**Second:** The name and jurisdiction of each merging corporation:

ORMONDE PRESENTATIONS, INC.	Florida
-----------------------------	---------

**Third:** The terms and conditions of the merger are as follows:

1. The effective date of the merger shall be January 1, 2004, or as soon thereafter as applicable law allows.

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Each share of stock of merging corporation shall be converted into 1,125 shares of stock of surviving corporation such that upon the merger becoming effective, shareholders of merging corporation shall own 50% of all issued and outstanding shares of surviving corporation.

**THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:**

No Amendments to the articles of incorporation of the surviving corporation are required, although the directors and shareholders of the surviving corporation have authorized and approved a name change of the surviving corporation to Focus 360, Inc., which name

change shall be effective when the amendment to the articles of incorporation is filed with the California Secretary of State.

Other provisions relating to the merger are as follows:

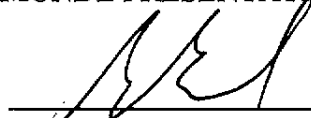
Upon effective time of merger:

1. All properties and assets of merging corporation shall become property of surviving corporation.
2. Surviving corporation shall assume all known debts and liabilities of merging corporation.

HEADRICK CHASE AND ASSOICATES, INC.

By:   
President

ORMONDE PRESENTATIONS, INC.

By:   
President