

WALTERS
LEVINE
BROWN
KLINGENSMITH
& THOMISON P.A.
ATTORNEYS AT LAW

263850

August 23, 2001

ELINOR E. BAXTER
JOHN E. BROWN*
H. JACK KLINGENSMITH
STUART JAY LEVINE
MICHAEL S. PERRY
DONALD W. SCARLETT, JR.
JOSEPH F. SUMMONTE, JR.
LEIGH E. STEINER
JAMES E. THOMISON***
JOEL W. WALTERS****

* Board Certified Real Estate Attorney
*** Board Certified Health Law Attorney
**** Certified Circuit Court Mediator

EMAIL:

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: FILING OF AMAZON HOSE & RUBBER CO., A FLORIDA CORPORATION

Ladies and Gentlemen:

Enclosed please find check number 1039 in the amount of \$70.00 and check number 1038 in the amount of \$8.75 for the filing of Amazon Hose & Rubber Company.

Also enclosed are the minutes, Board of Director's Resolution Approving the Merger, the Merger Agreement, the Shareholder's Resolution Approving Merger, the Articles of Merger and the Plan and Agreement of Merger between Amazon Hose & Rubber Co., a Florida Corporation and Amazon Hose & Rubber Co., an Illinois Corporation.

Please send the filed paperwork to the above Sarasota office. Thank you.

If you have any questions or problems concerning the filing of these documents please call me at the above Sarasota phone number.

Sincerely,

Paulette Strules

Paulette Strules
Assistant to Mr. Gonzalez

ps

Enclosures

600004558626-4
-08/27/01--01117--009
*****70.00 *****70.00

600004558626-4
-08/27/01--01117--010
*****8.75 *****8.75

Merger
263850
20pgs
8-27-01
*last copy

ARTICLES OF MERGER
Merger Sheet

MERGING:

AMAZON HOSE & RUBBER CO., a non-qualified Illinois entity

INTO

AMAZON HOSE & RUBBER CO., a Florida entity, 263850

File date: August 27, 2001

Corporate Specialist: Carol Mustain

ARTICLES OF MERGER

COME NOW the undersigned Shareholders and Directors of **AMAZON HOSE & RUBBER CO.**, a Florida corporation and **AMAZON HOSE & RUBBER CO.**, an Illinois corporation, to hereby adopt the following Articles of Merger of the above named corporations whereby **AMAZON HOSE & RUBBER CO.**, a Florida corporation shall be the "surviving corporation" and **AMAZON HOSE & RUBBER CO.**, an Illinois corporation, shall be the "merged corporation". These articles of merger are hereby executed by each corporation as required by Section 607.0120, Fla Stat., Section 11.25 of Act 5, Chapter 805, Illinois Statutes, and in accordance with the aforesaid statute, the undersigned declare:

1. The undersigned hereby attach the Plan and Agreement of Merger ("Plan") between **AMAZON HOSE & RUBBER CO.**, a Florida corporation and **AMAZON HOSE & RUBBER CO.**, an Illinois corporation, which is marked as Exhibit "A". This Plan was adopted at a meeting of shareholders by the affirmative vote of the holders of outstanding shares having not less than the minimum number of votes necessary to adopt such Plan as provided by the articles of incorporation of the respective corporations.
2. The effective date of the merger shall be the date of filing the Articles of Merger with the Department of State.
3. The corporations being merged are owned by the shareholders (see attached Schedule of Shareholders) who have approved this merger. Attached hereto as Composite Exhibit "B" is the Shareholder's Resolution Approving Merger and the Board of Directors Resolution Approving Merger for each corporation.
4. The Plan and Agreement of Merger was adopted on July 21, 2001.

Dated: July 21, 2001

Shareholders :

Lorena N. Jacoby by
Gale Petronis P.A.

LORENA N. JACOBY

Gale Petronis

GALE PETRONIS

Gale Petronis trustee

THE SUMMER RODMAN IRREVOCABLE TRUST

Directors:

Lorena N. Jacoby by
Gale Petronis P.A.

LORENA N. JACOBY

Gale Petronis

GALE PETRONIS

Summer Rodman

SUMMER RODMAN

STATE OF Florida

COUNTY OF Orange

The foregoing instrument was subscribed to before me on this 21 day of July, 2001, by _____, who is personally known to me and who did (did not) take an oath.

Jane E. Meyers
NOTARY PUBLIC IN AND FOR
STATE OF Florida
COMMISSION NO.: CC 717874
COMMISSION EXPIRES: 2/19/02

(SEAL)



Jane E Meyers
My Commission CC717874
Expires February 19, 2002

SCHEDULE OF SHAREHOLDERS

AMAZON HOSE & RUBBER CO., a Florida corporation

LORENA N. JACOBY	56.367
GALE PETRONIS	81.569
SUMMER RODMAN	13.577
THE SUMMER RODMAN IRREVOCABLE TRUST	49.593

AMAZON HOSE & RUBBER CO., an Illinois corporation

LORENA N. JACOBY	372
GALE PETRONIS	135
SUMMER RODMAN IRREVOCABLE TRUST	25

PLAN AND AGREEMENT OF MERGER BETWEEN
AMAZON HOSE & RUBBER CO., a Florida corporation
AND
AMAZON HOSE & RUBBER CO., an Illinois corporation

This Plan and Agreement of Merger is made and entered into on the 21st day of July, 2001, by and between **AMAZON HOSE & RUBBER CO., a Florida corporation**, hereinafter referred to as "**AMAZON FLORIDA**" (Document #263850), a Corporation, hereinafter referred to as the "Surviving Corporation", and **AMAZON HOSE & RUBBER CO., an Illinois corporation**, hereinafter referred to as "**AMAZON ILLINOIS**", hereinafter referred to as the "Merged Corporation", and said Corporations are hereinafter sometimes referred to jointly as the Constituent Corporations.

WITNESSETH:

WHEREAS, the Surviving Corporation (FEIN 59-0998489) is organized and exists under the laws of the State of Florida, having filed its Certificate of Incorporation in the office of the Secretary of State of the State of Florida on January 1, 1963, and having its registered office at 3950 N. Miami Ave., Miami, FL 33127, County of Dade, and having as its registered agent **LORENA N. JACOBY**; and

WHEREAS, the total number of shares of stock that the Surviving Corporation has authority to issue is 3,750 shares, of which 201.106 shares are now issued and outstanding; and

WHEREAS, the Merged Corporation is organized and exists under the laws of the State of Illinois, its Articles of Incorporation having been filed in the office of the Secretary of State of the State of Illinois on the 27th day of February, 1947, and its Certificate of Incorporation, after being issued to the Merged Corporation by the Secretary of State on that date, and the address of its registered office is 130 N. Jefferson St., Chicago, IL 60661, in the County of Cook, in the State of Illinois, and its registered agent being **LORENA N. JACOBY**; and

WHEREAS, the aggregate number of shares which the Merged Corporation has authority to issue is 1,500 shares, of which 532 shares are issued and outstanding; and

WHEREAS, the board of directors of each of the Constituent Corporations deems it advisable that the Merged Corporation be merged into the Surviving Corporation on the terms and conditions set forth below, in accordance with the applicable provisions of the statutes of

the State of Florida and the State of Illinois, which permit such merger;

THEREFORE, in consideration of the agreements, covenants and provisions set out below, the Surviving Corporation and the Merged Corporation, by their boards of directors, do hereby agree as follows:

ARTICLE I

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

ARTICLE II

Upon the merger becoming effective under the laws of the State of Florida and the State of Illinois (such time being referred to herein as the "Effective Date of the Merger"):

1. The two Constituent Corporations shall be a single corporation, which shall be the Surviving Corporation, and the separate existence of the Merged Corporation shall cease, except to the extent, if any, provided by the laws of the State of Florida or the State of Illinois.
2. The Surviving Corporation shall thereupon possess all the rights, privileges, immunities and franchises of the Constituent Corporations; and all property, real and personal, all debts due on whatever account and every other interest belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed.
3. The Surviving Corporation shall be responsible and liable for all of the liabilities and obligations of each Constituent Corporation and all existing or pending claims, actions, or proceedings by or against the Constituent Corporations may be prosecuted to judgment as if the merger had not taken place, or the Surviving Corporation may be substituted in the place of the appropriate Constituent Corporation, and neither the rights of creditors nor any liens upon the property of the Constituent Corporations shall be impaired by the merger.
4. The Surviving Corporation hereby agrees that it may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of either Constituent Corporation, including those arising from the merger, and hereby appoints **GALE PETRONIS of 26 Interlaken Road, Orlando, Florida** as its agent to accept service of process in any such suit or other proceedings, and further agrees that service of any such process may be made by providing the Secretary of State of the State of Florida with duplicate copies of such process; and the Surviving Corporation authorizes the aforesaid Secretary of State to send such process to it by registered mail directed to its registered office at P.O. Box 547665, Orlando, Florida 32854-7665.
5. With respect to each Constituent Corporation, the aggregate amount of net assets of each Constituent Corporation that was available to support and pay dividends before

the merger shall continue to be available for the payment of dividends by the Surviving Corporation, except to the extent that all or a portion of those net assets may be transferred to the stated capital of the Surviving Corporation.

6. The Bylaws of the Surviving Corporation as they existed immediately before the effective date of merger shall be the bylaws of the Surviving Corporation.

7. The persons who will serve on the Board of Directors and as the officers of the Surviving Corporation shall be the same persons who served as directors and officers of the Surviving Corporation immediately before the effective date of the merger.

ARTICLE III

The Articles of Incorporation of the Surviving Corporation shall not be amended in any respect by reason of this Agreement of Merger and said Articles of Incorporation shall constitute the Articles of Incorporation of the Surviving Corporation unless or until it is subsequently amended by the action of the Board of Directors and Shareholders; the said Articles of Incorporation are set forth in Exhibit A attached hereto and are made a part of this Plan and Agreement of Merger.

ARTICLE IV

The Shares of the Constituent Corporations shall be converted into shares of the Surviving Corporation in the following manner:

1. Each share of each Constituent Corporation shall be converted into fully paid and non-assessable share(s) of capital stock of the Surviving Corporation as set forth below in order to create the following issued shares of the surviving corporation:

	<u># shares</u>
Lorena N. Jacoby	33.3084
Gale Petronis	38.6412
Summer Rodman	5.9026
The Summer Rodman Irrevocable Trust	22.1477

ARTICLE V

The Surviving Corporation shall pay all expenses incurred for the purpose of bringing both this Agreement of Merger and the merger herein described into effect.

ARTICLE VI

If the Surviving Corporation shall have reason to request any further assignments, conveyances or other transfers that on the advice of counsel are necessary to vest in the Surviving Corporation title to any property or rights of either of the Constituent Corporations, the officers and directors of the appropriate Constituent Corporation shall execute any

assignment, conveyance or transfer to vest such property or rights in the Surviving Corporation.

ARTICLE VII

This Plan and Agreement of Merger shall be submitted to the shareholders of each of the Constituent Corporations for consideration at a meeting of shareholders held in accordance with the bylaws of the each Constituent Corporation and with the laws of their state of incorporation, and upon (a) the approval by the shareholders of each Constituent Corporation and (b) the subsequent execution, filing and recording of such documents shall then take effect and be the Plan of Merger of the Constituent Corporations.

This Plan and Agreement of Merger may be abandoned by (a) either of the Constituent Corporations by the action of its Board of Directors if such action is taken before the Plan of Merger and Agreement has been approved by the shareholders of the Constituent Corporation whose Board seeks abandonment, or (b) the mutual consent of the Constituent Corporations if their respective Boards of Directors each adopt a resolution abandoning the Plan and Agreement of Merger before the effective date of the Merger.

IN WITNESS WHEREOF, each Constituent Corporation acting by the authority set out in resolutions adopted by their Boards of Directors have directed this Plan and Agreement of Merger to be executed by the President and Attested to by the Secretary of each Constituent Corporation, and to have the corporate seal of each Constituent Corporation affixed hereto.

Attest: **AMAZON HOSE & RUBBER CO., a Florida corporation**


SUMMER RODMAN, Secretary


GALE PETRONIS, President

Attest: **AMAZON HOSE & RUBBER CO., an Illinois corporation**


SUMMER RODMAN, Secretary


GALE PETRONIS, President

THE ABOVE AGREEMENT OF MERGER, having been executed by the President and Secretary of each corporate party thereto and having been adopted separately by the stockholders of each corporate party thereto, in accordance with the provisions of the General Corporation Law of the State of Florida and the State of Illinois, and the fact having been certified on said Agreement of Merger by the Secretary of each corporate party thereto do now hereby execute the said Agreement of Merger under the corporate seals of their respective corporations, by the authority of the Directors and stockholders thereof, as the respective act, deed and agreement of each of said corporation, on the 21st day of July, 2001.

AMAZON HOSE & RUBBER CO., a Florida corporation


SUMMER RODMAN, Secretary


GALE PETRONIS, President

AMAZON HOSE & RUBBER CO., an Illinois corporation


SUMMER RODMAN, Secretary


GALE PETRONIS, President

I, SUMMER RODMAN, Secretary of AMAZON HOSE & RUBBER CO., a Florida corporation, a corporation organized and existing under the laws of the State of Florida, hereby certify, as such Secretary and under the seal of the said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed in behalf of said corporation by the President GALE PETRONIS and Secretary SUMMER RODMAN, was duly submitted to the shareholders of said corporation at a special meeting of said shareholders called and held separately from the meeting of shareholders of any other corporation, upon waiver of notice, signed by all shareholders, 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 holders of 100 shares voted by ballot in favor of said Agreement of Merger and the holders of -0- 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 shareholders of said corporation and the duly adopted agreement of the said corporation.

WITNESS my hand and seal of said corporation on this 21st day of July 2001.


SUMMER RODMAN, Secretary


GALE PETRONIS, President

(SEAL)

I, **SUMMER RODMAN**, Secretary of **AMAZON HOSE & RUBBER CO.**, an **Illinois corporation**, a corporation organized and existing under the laws of the State of Florida, hereby certify, as such Secretary and under the seal of the said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed in behalf of said corporation by the President **GALE PETRONIS** and Secretary **SUMMER RODMAN**, was duly submitted to the shareholders of said corporation at a special meeting of said shareholders called and held separately from the meeting of shareholders of any other corporation, upon waiver of notice, signed by all shareholders, 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 holders of 100 shares voted by ballot in favor of said Agreement of Merger and the holders of -0- 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 shareholders of said corporation and the duly adopted agreement of the said corporation.

WITNESS my hand and seal of said corporation on this 21st day of July 2001.


SUMMER RODMAN, Secretary


GALE PETRONIS, President

(SEAL)

**SHAREHOLDERS' RESOLUTION
APPROVING MERGER
AMAZON HOSE & RUBBER CO., a Florida corporation**

WHEREAS, LORENA N. JACOBY, GALE PETRONIS, SUMMER RODMAN AND THE SUMMER RODMAN IRREVOCABLE TRUST of AMAZON HOSE & RUBBER CO., a Florida corporation, a corporation that was organized and exists under the authority of the laws of the State of Florida, and

WHEREAS, the Board of Directors of this Corporation has determined it is advisable that this Company merge with said Corporation in order to obtain operating efficiencies, it is hereby:

RESOLVED, that the shareholders of AMAZON HOSE & RUBBER CO., a Florida corporation hereby approve the adoption of the Agreement of Merger, dated July 21, 2001, that was approved on July 21, 2001 by the Board of Directors of AMAZON HOSE & RUBBER CO., a Florida corporation, and on July 21, 2001, by the Board of Directors of AMAZON HOSE & RUBBER CO., INC., an Illinois corporation; and it is

FURTHER RESOLVED, that the Agreement of Merger and all of the terms and conditions set out in the aforementioned Agreement are hereby approved, and it is

FURTHER RESOLVED, that a copy of the aforementioned Agreement of Merger shall be attached to the minutes of this meeting.

The undersigned, **SUMMER RODMAN**, certifies that I am the duly appointed Secretary of **AMAZON HOSE & RUBBER CO., a Florida corporation** and that the above is a true and correct copy of a resolution duly adopted at a meeting of the shareholders thereof, convened and held in accordance with law and the Bylaws of said Corporation on July 21, 2001, and that such resolution is now in full force and effect.

IN WITNESS THEREOF, I have affixed my name as Secretary of AMAZON HOSE & RUBBER CO., a Florida corporation and have attached the seal of AMAZON HOSE & RUBBER CO., a Florida corporation Corporation to this resolution.

Dated: July 21, 2001


SUMMER RODMAN, Secretary

(SEAL)

Dated: July 21, 2001

Shareholders :

Lorena N. Jacoby by
Gale Petronis P.A.
LORENA N. JACOBY

Gale Petronis
GALE PETRONIS

Summer Rodman
SUMMER RODMAN

Gale Petronis Trust
THE SUMMER RODMAN IRREVOCABLE TRUST

**MERGER AGREEMENT PURSUANT TO SECTION 11.35 OF ACT 5, CHAPTER 805,
ILLINOIS STATUTES**

In the Plan and Agreement of Merger between **AMAZON HOSE & RUBBER CO., a Florida corporation**, and **AMAZON HOSE & RUBBER CO., an Illinois corporation**, dated July 21, 2001, **AMAZON HOSE & RUBBER CO., an Illinois corporation**, shall be merged into **AMAZON HOSE & RUBBER CO., a Florida corporation**, which shall be the surviving corporation. As such, the surviving corporation is to be governed by the laws of Florida. Therefore, the parties agree as follows:

1. **AMAZON HOSE & RUBBER CO., a Florida corporation**, shall comply with the provisions of the Business Corporation Act of Illinois with respect to foreign corporations doing business in Illinois.
2. **AMAZON HOSE & RUBBER CO., a Florida corporation**, shall file with the Secretary of State of Illinois:
 - (1) an agreement that it may be served with process in this State in any proceeding for the enforcement of any obligation of any domestic corporation which is a party to such merger or consolidation and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such domestic corporation against the surviving or new corporation,
 - (2) an irrevocable appointment for the Secretary of State of this State as its agent to accept service of process in any such proceedings, and
 - (3) an agreement that it will promptly pay to the dissenting shareholders of any such domestic corporation the amount, if any, to which they shall be entitled under the provisions of this Act with respect to the rights of dissenting shareholders.

Dated: July 21, 2001

AMAZON HOSE & RUBBER CO., an Illinois corporation

Shareholders :

Lorena N. Jacoby by
Gale Petronis P.A.

LORENA N. JACOBY

Gale Petronis

GALE PETRONIS

Gale Petronis Trustee

THE SUMMER RODMAN IRREVOCABLE TRUST

Directors:

Lorena N. Jacoby by
Gale Petronis P.A.

LORENA N. JACOBY

Gale Petronis

GALE PETRONIS

Summer Rodman

SUMMER RODMAN

AMAZON HOSE & RUBBER CO., a Florida corporation

Shareholders :

Lorena N. Jacoby by
Gale Petronis P.A.
LORENA N. JACOBY

Gale Petronis
GALE PETRONIS

Gale Petronis Trustee
THE SUMMER RODMAN IRREVOCABLE TRUST

Summer Rodman
SUMMER RODMAN

Directors:

Lorena N. Jacoby
Gale Petronis P.A.
LORENA N. JACOBY

Gale Petronis
GALE PETRONIS

Summer Rodman
SUMMER RODMAN

**BOARD OF DIRECTORS' RESOLUTION
APPROVING MERGER
AMAZON HOSE & RUBBER CO., a Florida corporation**

WHEREAS, the Board of Directors of this Corporation has determined that **LORENA N. JACOBY, GALE PETRONIS, SUMMER RODMAN, AND THE SUMMER RODMAN IRREVOCABLE TRUST u/a/d 12/22/93 (Gale Petronis - Trustee)** now own all stock of **AMAZON HOSE & RUBBER CO., a Florida corporation**, a corporation organized under the laws of the State of Florida, and

WHEREAS, has determined there are efficiencies to be gained by merging this Corporation with **AMAZON HOSE & RUBBER CO., an Illinois corporation**, it is hereby:

RESOLVED, that this Corporation hereby merge with **AMAZON HOSE & RUBBER CO., an Illinois corporation** and that **AMAZON HOSE & RUBBER CO., a Florida corporation** shall be the Surviving Corporation after the merger is effected and shall assume all of the debts and liabilities of **AMAZON HOSE & RUBBER CO., an Illinois corporation**, and it is

FURTHER RESOLVED, that a special meeting of this Corporation's shareholders shall be called and held for the following purposes: (1) to vote upon the recommendation of the Board of Directors that the **AMAZON HOSE & RUBBER CO., an Illinois corporation** be merged into **AMAZON HOSE & RUBBER CO., a Florida corporation**, and (2) to approve a merger agreement between **AMAZON HOSE & RUBBER CO., an Illinois corporation**, and this Corporation. The aforementioned shareholders' meeting is to be called and held at the following time, date and place:

Time: 7:00 P.M.

Date: July 21, 2001

Location: 703 Swann Avenue, Tampa, Florida 33606


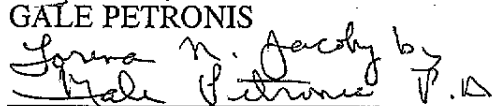
The undersigned, **SUMMER RODMAN**, certifies that I am the duly appointed secretary of **AMAZON HOSE & RUBBER CO., a Florida corporation** and that the above is a true and correct copy of a resolution duly adopted at a meeting of the Directors thereof, convened and held in accordance with law and the Bylaws of said Corporation on July 21, 2001, and that such resolution is now in full force and effect.

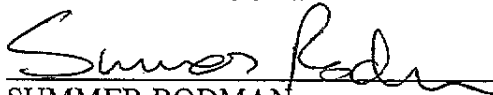
IN WITNESS THEREOF, I have affixed my name as Secretary of **AMAZON HOSE & RUBBER CO., a Florida corporation** and have attached the seal of **AMAZON HOSE & RUBBER CO., a Florida corporation** to this resolution.

Dated: July 21, 2001

Board of Directors:


SUMMER RODMAN, Secretary


GALE PETRONIS

LORENA N. JACOBY


SUMMER RODMAN

(SEAL)

MINUTES OF JOINT SPECIAL MEETING OF STOCKHOLDERS AND DIRECTORS OF AMAZON HOSE & RUBBER CO., a Florida Corporation

The joint special meeting of the stockholders and directors of **AMAZON HOSE & RUBBER, CO., an Florida corporation**, was held pursuant to a telephonic meeting by agreement of all parties, 21st day of July, 2001.

The following, constituting all the stockholders and directors of the corporation were present at the meeting:

LORENA N. JACOBY
GALE PETRONIS
SUMMER RODMAN
THE SUMMER RODMAN IRREVOCABLE TRUST

The secretary then presented and read to the meeting a waiver of notice of meeting, subscribed by all the directors of the corporation, and it was ordered that it be appended to the minutes of the meeting.

AGENDA

1. The merger of **AMAZON HOSE & RUBBER CO., a Florida corporation**, ("**AMAZON FLORIDA**"), with **AMAZON HOSE & RUBBER CO., an Illinois corporation**, ("**AMAZON ILLINOIS**") wherein **AMAZON FLORIDA** would be the "Survivor Corporation" and **AMAZON ILLINOIS** would be the "Merged Corporation" in a statutory merger under Florida law and in compliance with Illinois law. .
2. The approval of merger documents and resolutions to effectuate the merger by directors.
3. The election of new officers and directors for the Survivor Corporation.
4. The approval of the merger and authorization to effectuate by shareholders.

It was discussed that the merger between **AMAZON FLORIDA** and **AMAZON ILLINOIS** would be in the best interests of both corporations. It was proposed and unanimously agreed that **AMAZON ILLINOIS** would be merged into **AMAZON FLORIDA**. The merger would constitute a statutory merger and would be classified as a tax-free "A" reorganization pursuant to Internal Revenue Code Section 368 (a)(1)(A). The merger would be effectuated by an exchange of **AMAZON ILLINOIS** stock for **AMAZON FLORIDA** basis. The analysis for determining the exchange values and the post-merger stock ownership in the Survivor Corporation, i.e. **AMAZON FLORIDA**, is as follows:

AMAZON FLORIDA

Name of Shareholder	# of Shares Owned	Book Value	FMV Adjustment	Total Adjusted Value	# Shares Owned in Post-Merger in AMAZON FLORIDA
LORENA N. JACOBY	56.367	1,998,843.53	203,928.22	2,220,771.75	33.3084
GALE PETRONIS	81.569	2,889,218.71	294,767.06	3,183,985.77	38.6412
SUMMER RODMAN	13.577	481,016.66	49,074.81	530,091.47	5.9026
SUMMER RODMAN, IRREVOCABLE TRUST	49.593	1,756,758.11	179,229.91	1,935,988.02	22.1477

AMAZON ILLINOIS

Name of Shareholder	# of Shares Owned	Book Value	FMV Adjustment	Total Adjusted Value	# Shares Owned in Post-Merger in AMAZON FLORIDA
LORENA N. JACOBY	372	386,478.60	203,928.22	402,040.00	33.3084
GALE PETRONIS	135	140,286.43	294,767.06	145,935.00	38.6412
SUMMER RODMAN, IRREVOCABLE TRUST	25	25,978.97	179,229.91	27,025.00	22.1477

It was unanimously voted and resolved that the merger be effectuated and that all corporate officers were authorized to have requisite merger documents prepared and filed in Florida and Illinois. Attached hereto are the unanimously approved resolutions advising approval of the merger, shareholder's merger, plan and agreement of merger, and articles of merger for both the corporations.

The following individuals were unanimously elected to serve as officers, directors and registered agent of the Survivor Corporation:

	<u>OFFICE</u>	<u>DIRECTOR</u>
Gale Petronis	President, Treasurer, Registered Agent	Director
Summer Rodman	Vice-President, Registered Agent	Director

There being no further business before the meeting, on motion duly made, seconded and carried, the meeting adjourned.

Dated: July 21, 2001

Shareholders :

Lorena N Jacoby by

Gale Petronis P.A

LORENA N. JACOBY

Gale Petronis

GALE PETRONIS

Gale Petronis trustee

THE SUMMER RODMAN IRREVOCABLE
TRUST

Summer Rodman

SUMMER RODMAN

Directors:

Lorena N Jacoby by

Gale Petronis P.A

LORENA N. JACOBY

Gale Petronis

GALE PETRONIS

Summer Rodman

SUMMER RODMAN

WAIVER

We, the undersigned, being all of the stockholders and directors of **AMAZON HOSE & RUBBER CO., a Florida corporation**, hereby waive notice of the foregoing meeting and ratify, confirm and approve the actions therein taken.

Dated: July 21, 2001

Shareholders :

Lorena N. Jacoby by
Gale Petronis P.A.
LORENA N. JACOBY

Gale Petronis
GALE PETRONIS

Gale Petronis trustee
THE SUMMER RODMAN IRREVOCABLE
TRUST

Summer Rodman
SUMMER RODMAN

Directors:

Lorena N. Jacoby by
Gale Petronis P.A.
LORENA N. JACOBY

Gale Petronis
GALE PETRONIS

Summer Rodman
SUMMER RODMAN