

301345

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November 25, 1997

SENT VIA FEDEX

State of Florida
Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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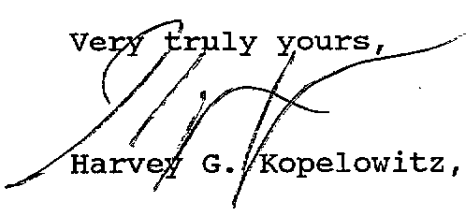
Re: Filing of Merger Documents

Dear Secretary of State:

Enclosed please find an original copy of the Merger Documents which we would like filed as soon as possible and a certified copy returned in the self-address, stamped envelope enclosed. Enclosed is check number 1296 in the amount of \$122.50 for the filing fee (\$35.00 per party involved and \$52.50 for return of a certified copy of these documents).

If you have any problems or questions regarding this matter, please contact me at the above telephone number.

Very truly yours,


Harvey G. Kopelowitz, Esquire

HGK/sc
enclosures

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FILED
97 NOV 26 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
12-1-97
DEC 4 1997

ARTICLES OF MERGER
Merger Sheet

MERGING:

G.O. ENVIRONMENTAL, INC., a Florida corporation, P93000079966

INTO

GENERAL OCEANICS, INC., a Florida corporation, 301345

File date: November 26, 1997, effective December 1, 1997

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER
OF
G.O. ENVIRONMENTAL, INC.
INTO
GENERAL OCEANICS, INC.

FILED
97 NOV 26 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
1-12-97

Pursuant to Section 607.1105 of the Florida Statutes, the undersigned corporations, G.O. ENVIRONMENTAL, INC., a Florida corporation, and GENERAL OCEANICS, INC., a Florida corporation, adopt the following Articles of Merger for the purpose of merging G.O. Environmental, Inc. into General Oceanics, Inc.

PLAN OF MERGER

The Plan of Merger setting forth the terms and conditions of the merger of G.O. Environmental, Inc. into General Oceanics, Inc. is attached to these Articles as an exhibit and incorporated herein by reference.

ADOPTION OF PLAN

The Plan of Merger was unanimously approved by all of the stockholders and adopted by all of the directors of both corporations at special meetings held on November 20, 1997.

EFFECTIVE DATE

The Plan of Merger shall be effective on December 1, 1997.

IN WITNESS WHEREOF, the undersigned have executed the foregoing Articles of Merger on November 20, 1997.

GO ENVIRONMENTAL, INC.

By: Richard Wood
President (Seal)

GENERAL OCEANICS, INC.

By: Richard Wood
President (Seal)

STATE OF FLORIDA)
COUNTY OF Dade) SS.

The foregoing instrument was acknowledged before me November 24th, 1997 by RICHARD WOOD, as President of GO Environmental, Inc., a Florida corporation, on behalf of the corporation and who is personally known to me.

OFFICIAL NOTARY SEAL
LOIS CHONG-HOLBROOKE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC356847
(SEAL) MY COMMISSION EXP APR 3, 1998

Lois Chong-Holbrooke
Notary Public

My Commission Expires: April 3, 1998

STATE OF FLORIDA)
COUNTY OF Dade) SS.

The foregoing instrument was acknowledged before me November 24th, 1997 by RICHARD WOOD, as President of General Oceanics, Inc., a Florida corporation, on behalf of the corporation and who is personally known to me.

OFFICIAL NOTARY SEAL
LOIS CHONG-HOLBROOKE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC356847
(SEAL) MY COMMISSION EXP APR 3, 1998

Lois Chong-Holbrooke
Notary Public

My Commission Expires: April 3, 1998

PLAN AND AGREEMENT OF REORGANIZATION
BY MERGER OF
G.O. ENVIRONMENTAL, INC.
WITH AND INTO
GENERAL OCEANICS, INC.
UNDER THE NAME OF
GENERAL OCEANICS, INC.

THIS IS A PLAN AND AGREEMENT OF MERGER ("Agreement") between G.O. ENVIRONMENTAL, INC., a Florida corporation, and GENERAL OCEANICS, INC., a Florida corporation.

ARTICLE 1.

PLAN OF MERGER

Plan Adopted

1.01. A plan of merger of G.O. Environmental, Inc. and General Oceanics, Inc., pursuant to Section 607.1101 of the Florida Statutes of Florida and Section 368(a)(1)(A) of the Internal Revenue Code, is adopted as follows:

(a) G.O. Environmental, Inc. shall be merged with and into General Oceanics, Inc. as the surviving corporation, to exist and be governed by the laws of the State of Florida.

(b) The name of the surviving corporation shall be GENERAL OCEANICS, INC.

(c) When this agreement shall become effective, the separate corporate existence of G.O. Environmental, Inc. shall cease, and General Oceanics, Inc. shall succeed, without other transfer, to all the rights and property of G.O. Environmental, Inc. and shall be subject to all the debts and liabilities of G.O. Environmental, Inc. in the same manner as if General Oceanics, Inc. had itself incurred them. All rights of creditors and all liens on the property of each constituent corporation shall be preserved

unimpaired, limited in lien to the property affected by the liens immediately prior to the merger.

(d) General Oceanics, Inc. will carry on business with the assets of G.O. Environmental, Inc., as well as with the assets of General Oceanics, Inc.

(e) The shareholders of G.O. Environmental, Inc. will surrender all of their shares in the manner hereinafter set forth.

(f) In exchange for the shares of G.O. Environmental, Inc. surrendered by its shareholders, General Oceanics, Inc. will issue and transfer to such shareholders, an equal number of shares of its common stock.

(g) The shareholders of General Oceanics, Inc. will retain their shares as shares of the surviving corporation.

1.02. The effective date of the merger shall be December 1, 1997.

ARTICLE 2.

REPRESENTATIONS AND WARRANTIES

2.01. The parties acknowledge that they are fully familiar with the activities of, and have had ample opportunity to review the books and records of, each other and that there is no need for any representations or warranties.

IN WITNESS WHEREOF, the parties have hereunto set their hands
and seals this 20 day of November, 1997.

WITNESSES:

[Signature]
[Signature]

[Signature]
[Signature]

GO ENVIRONMENTAL, INC.

By:

[Signature]

President (Seal)

GENERAL OCEANICS, INC.

By:

[Signature]

President (Seal)