



THE UNITED STATES CORPORATION COMPANY

F00000005841

ACCOUNT NO. : 072100000032

REFERENCE : 886487 7171964

AUTHORIZATION :

Patricia Pujols

COST LIMIT : \$ 78.75

ORDER DATE : November 3, 2000

ORDER TIME : 11:59 AM

ORDER NO. : 886487-005

CUSTOMER NO: 7171964

CUSTOMER: Kevin Wait, Esq
Kaufman & Moomjian, Llc
50 Charles Lindbergh Blvd.
Ste 206
Mitchel Field, NY 11553

600003451946--8

ARTICLES OF MERGER

BTW INDUSTRIES, INC.

INTO

BTW ACQUISITION CORP.

FILED
00 NOV -3 PM 4: 02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:
XX CERTIFIED COPY

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

DR

11/3/00

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
00 NOV -3 PM 12:53
NOT RECORDED
TO AVOID DELAY
SUFFICIENCY OF FILING

ARTICLES OF MERGER
Merger Sheet

MERGING:

BTW INDUSTRIES, INC., a Florida corporation L44329

INTO

BTW ACQUISITION CORP., a Delaware entity, F00000005841

File date: November 3, 2000

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Amount charged: 78.75

**ARTICLES AND PLAN OF MERGER
OF
BTW INDUSTRIES, INC.
AND
BTW ACQUISITION CORP.**

00 NOV -3 PM 4:02
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger:

1. The constituent business corporations participating in the merger herein certified are:

(a) BTW Industries, Inc., which is incorporated under the laws of the State of Florida ("BTW"); and

(b) BTW Acquisition Corp., which is incorporated under the laws of the State of Delaware.

2. The shareholders of BTW entitled to vote on the Agreement and Plan of Merger approved and adopted the Agreement and Plan of Merger at a meeting of said shareholders held on October 19, 2000.

3. The merger of BTW with and into BTW Acquisition Corp. is permitted by the laws of the jurisdiction of organization of BTW Acquisition Corp. and has been authorized in compliance with said laws. The date of approval and adoption of the Agreement and Plan of Merger by the sole stockholder of BTW Acquisition Corp. was September 28, 2000.

4. Each share of common stock, par value \$.001 per share, of BTW issued and outstanding immediately prior to the merger will be canceled and extinguished and automatically converted (subject to payment of cash in lieu of fractional shares) into the right to receive 1.3 shares of common stock, par value \$.001 per share, of Ecoboard Holdings, Inc., the sole stockholder of BTW Acquisition Corp., upon surrender of the certificate representing such share of BTW common stock (or in the case of a lost, stolen, or destroyed certificate, upon delivery of an affidavit of loss and an agreement of indemnity (and bond, if required by Ecoboard Holdings, Inc.)).

5. Each share of preferred stock, par value \$.001 per share, of BTW issued and outstanding immediately prior to the merger will be canceled and extinguished and automatically converted into the right to receive two shares of common stock, par value \$.001 per share, of Ecoboard Holdings, Inc., the sole stockholder of BTW Acquisition Corp., upon surrender of the certificate representing such share of BTW preferred stock (or in the case of a lost, stolen, or destroyed certificate, upon delivery of an affidavit of loss and an

agreement of indemnity (and bond, if required by Ecoboard Holdings, Inc.)).

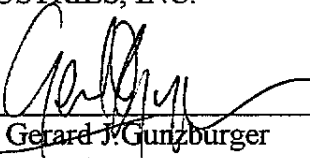
6. The name of the surviving corporation in the merger herein certified is BTW Acquisition Corp., which will continue its existence as the said surviving corporation under the name "BTW Industries, Inc." upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.


7. The Certificate of Incorporation of said surviving corporation is to be amended and changed by reason of the merger herein certified to change the name of said surviving corporation to "BTW Industries, Inc."


8. The surviving corporation agrees that it will promptly pay to any dissenting shareholder of BTW the amount, if any, to which they shall be entitled under the provisions of the Florida General Corporation Act with respect to the rights of dissenting shareholders.

IN WITNESS WHEREOF, the parties have executed these articles on the 3rd day of November, 2000.


BTW INDUSTRIES, INC.

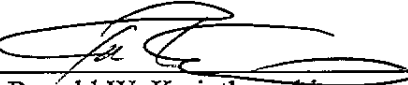
By: 
Name: Gerard J. Gunzburger
Title: President

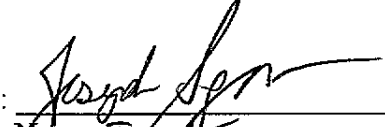
By: 
Name: Bernard Schinder
Title: Secretary

Acknowledged: 
Name: Robert N. Lehrman
Title: Assistant Secretary

BTW ACQUISITION CORP.

By: 
Name: Anthony E. Conte
Title: President

By: 
Name: Ronald W. Kwiatkowski
Title: Secretary

Acknowledged: 
Name: Joseph Sgro
Title: Treasurer