

FO0000005841



ACCOUNT NO. : 072100000032

REFERENCE : 901851

5172682

AUTHORIZATION :

COST LIMIT : \$ 35.00

FILED  
NOV 21 PM 4:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
*Patricia P.*

ORDER DATE : November 16, 2000

ORDER TIME : 9:31 AM

ORDER NO. : 901851-005

CUSTOMER NO: 5172682

CUSTOMER: Ms. Olgarina M. Estevez  
Kaufman & Moomjian, LLC  
50 Charles Lindbergh Boulevard  
Suite 206  
Mitchel Field, NY 11553

500003474505--4

*Name  
Change  
Amend*

FOREIGN FILINGS

NAME: BTW ACQUISITION CORP.

XX PROFIT  
       NON-PROFIT

XX CORPORATE  
       LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson --EXT# 1155

EXAMINER: *RR*

*11/22/00*

RECEIVED  
NOV 22 PM 12:18  
DEPARTMENT OF STATE  
DIVISION OF CONSTITUTIONAL  
AFFAIRS  
TALLAHASSEE, FLORIDA



Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER, WHICH MERGES:

"BTW INDUSTRIES, INC.", A FLORIDA CORPORATION,

WITH AND INTO "BTW ACQUISITION CORP." UNDER THE NAME OF "BTW INDUSTRIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF NOVEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.



*Edward J. Freel*

Edward J. Freel, Secretary of State

3275416 8330

AUTHENTICATION: 0807490

001585602

DATE: 11-21-00