

REFERENCE : 7 901851

AUTHORIZATION :

COST LIMIT : _ \$ 35.00

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

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FOREIGN FILINGS

NAME:

BTW ACQUISITION CORP.

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XX	_ PLAIN STAN			<u>:-</u>				877	<u>۔</u> ص	
	_ CERTIFICAT	CE OF GOOD	STA	NDING			. =-			

CONTACT PERSON: Janna Wilson --- EXT# 1155

EXAMINER:

11/2/00

PROFIT CORPORATION APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINES (Pursuant to s. 607.1504, F.S.) SECTION I (1-3 MUST BE COMPLETED) BTW Acquisition Corp. Name of corporation as it appears on the records of the Department of State. 2. State of Delaware 3. October 18, 2000 Incorporated under laws of Date authorized to do business in Florida SECTION II (4-7 COMPLETE ONLY THE APPLICABLE CHANGES) 4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? November 3, 2000 BTW Industries, Inc. Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation. 6. If the amendment changes the period of duration, indicate new period of duration. New Duration 7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction. New Jurisdiction Anthony E. Conte

Typed or printed name

President.

Title

• State of Delaware Office of the Secretary of State

PAGE 1

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 ELORIDA 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, Secretary of State

AUTHENTICATION: 0807490

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DATE: 11-21-00