

N94000000477

ARTICLES OF MERGER
Merger Sheet

MERGING:

SOUTH FLORIDA MANUFACTURING TECHNOLOGY CENTER, INC., a Florida
corporation, N95000000397

INTO

FLORIDA MANUFACTURING TECHNOLOGY CENTER, INC., a Florida
corporation, N94000000477

File date: June 27, 1997

Corporate Specialist: Darlene Connell

Jun. 27. 1997 2:15PM

N94000000477

6/27/97

FLORIDA DIVISION OF CORPORATIONS
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FROM: TRIPP, SCOTT, CONKLIN & SMITH

ACCT#: 075350000065

CONTACT: MIKE GIEHL

PHONE: (954)525-7500

FAX #: (954)761-8475

NAME: FLORIDA MANUFACTURING TECHNOLOGY CENTER, INC

AUDIT NUMBER.....H97000010671

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Merger
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H97000010671

ARTICLES OF MERGER

OF

SOUTH FLORIDA MANUFACTURING TECHNOLOGY CENTER, INC.,
a Florida not for profit corporation,

with and into

FLORIDA MANUFACTURING TECHNOLOGY CENTER, INC.,
a Florida not for profit corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 617.1105 of the Florida Not For Profit Corporation Act, South Florida Manufacturing Technology Center, Inc., a Florida not for profit corporation (the "Merging Corporation"), and Florida Manufacturing Technology Center, Inc., a Florida not for profit corporation (the "Surviving Corporation"), hereby execute and adopt the following Articles of Merger and certify as follows:

1. The names of the corporations which are parties to the merger contemplated by these Articles of Merger (the "Merger") are those companies referred to as the Merging Corporation and the Surviving Corporation. The Surviving Corporation is the surviving corporation in the Merger.
2. The Plan of Merger attached hereto as Exhibit "A" and incorporated herein by reference as if fully set forth herein (the "Plan of Merger") was adopted by the Board of Directors of the Surviving Corporation on June 5, 1997, and was adopted by the Board of Directors of the Merging Corporation on June 6, 1997.
3. Neither the Surviving Corporation nor the Merging Corporation have members other than their boards of directors. The Surviving Corporation had 11 members of its board of directors in office at the time of adoption of these Articles of Merger, and the Merging Corporation had 15 members of its board of directors in office at the time of adoption of these Articles of Merger. The vote by the board of directors of the Surviving Corporation was 8 in favor and 0 opposed to the adoption of the Merger. The vote by the board of directors of the Merging Corporation was 12 in favor and 0 opposed to the adoption of the Merger.
4. The effective date of the Merger shall be the date of acceptance and filing of these Articles of Merger by the Florida Department of State.

[signatures continued on next page]

Prepared by: Steven C. Elkin, Esq.
Bar No. 0712566
Tripp, Scott, Cooklin & Smith
P.O. Box 14245
Fort Lauderdale, FL 33302
(954) 760-4903

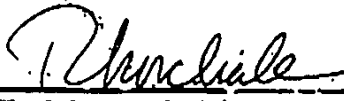
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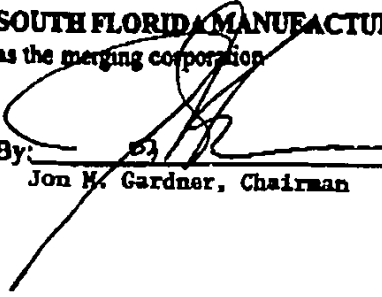
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IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed
this 27th day of June, 1997.

FLORIDA MANUFACTURING TECHNOLOGY CENTER, INC.,
as the surviving corporation

By: 
Rick Korchak, Executive Director

SOUTH FLORIDA MANUFACTURING TECHNOLOGY CENTER, INC.,
as the merging corporation

By: 
Jon M. Gardner, Chairman

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into this 5th day of June, 1997, by and between FLORIDA MANUFACTURING TECHNOLOGY CENTER, INC., a Florida corporation (hereinafter "Surviving Corporation"), as the surviving corporation, and SOUTH FLORIDA MANUFACTURING TECHNOLOGY CENTER, INC., a Florida corporation (hereinafter "Merging Corporation").

WITNESSETH:

WHEREAS, the boards of directors of the Surviving Corporation and the Merging Corporation deem it desirable and in the best business interests of the corporations that the Merging Corporation be merged into the Surviving Corporation pursuant to the provisions of Sections 617.1101 *et seq.* of the Florida Not For Profit Corporation Act, as amended; and

NOW, THEREFORE, in consideration of the mutual covenants set forth herein, and subject to the terms and conditions hereafter set forth, the Surviving Corporation and the Merging Corporation hereby agree as follows:

Section 1. Merger. The Merging Corporation shall merge with and into the Surviving Corporation, which shall be the surviving corporation. The Surviving Corporation shall retain its current name.

Section 2. Terms and Conditions. On the effective date of the merger, which shall be the date on which the Articles of Merger merging the Merging Corporation into the Surviving Corporation are accepted and filed by the Florida Department of State (the "Effective Date"), the separate existence of the Merging Corporation shall cease and the Surviving Corporation shall succeed to all the rights, privileges, immunities and franchises, and all the real and personal property, tangible and intangible (including all copyrights, patents, trademarks and trade names), of the Merging Corporation without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Merging Corporation, and neither the rights of creditors nor any liens on the property of the Merging Corporation shall be impaired by the merger.

Section 3. Representations of the Surviving Corporation. The Surviving Corporation represents and warrants, as of the date hereof and as of the Effective Date, as follows:

- a. The Surviving Corporation is a Florida corporation duly formed, validly existing and in good standing under the laws of the State of Florida.

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- b. The Surviving Corporation is authorized and empowered to enter into this Agreement to accomplish the merger.
- c. The Surviving Corporation shall obtain all necessary consents and approvals of its board of directors.
- d. The Surviving Corporation shall have no debt or any other current or long-term liabilities, except for the following:
 - i. salaries for current employees for the current payment term;
 - ii. taxes for the current tax period;
 - iii. rent and utilities for the current month;
 - iv. operating expenses incurred in the normal course of business; and
 - v. trade accounts in the ordinary course of business.
- e. No litigation exists or, to its best knowledge, has been threatened against the Surviving Corporation for any reason, and neither the Surviving Corporation nor its directors or officers are aware of any facts which could give rise to any such litigation.
- f. The Surviving Corporation owns all of its assets, free and clear of all liens and other encumbrances.
- g. There are no judgments or liens against the Surviving Corporation, and the Surviving Corporation knows of no circumstances under which a judgment or lien may be obtained against the Surviving Corporation.

Section 4. Representations of the Merging Corporation. The Merging Corporation represents and warrants, as of the date hereof and as of the Effective Date, as follows:

- a. The Merging Corporation is a Florida corporation duly formed, validly existing and in good standing under the laws of the State of Florida.
- b. The Merging Corporation is authorized and empowered to enter into this Agreement to accomplish the merger.

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- c. The Merging Corporation shall obtain all necessary consents and approvals of its board of directors.
- d. The Merging Corporation shall have no debt or any other current or long-term liabilities, except for the following:
 - i. salaries for current employees for the current payment term;
 - ii. taxes for the current tax period;
 - iii. rent and utilities for the current month;
 - iv. operating expenses incurred in the normal course of business; and
 - v. trade accounts in the ordinary course of business.
- e. No litigation exists or, to its best knowledge, has been threatened against the Merging Corporation for any reason, and neither the Merging Corporation nor its directors or officers are aware of any facts which could give rise to any such litigation.
- f. The Merging Corporation owns all of its assets, free and clear of all liens and other encumbrances.
- g. There are no judgments or liens against the Merging Corporation, and the Merging Corporation knows of no circumstances under which a judgment or lien may be obtained against the Merging Corporation.

Section 5. Articles of Incorporation and Bylaws. The articles of incorporation and bylaws of the Surviving Corporation shall continue to be its articles of incorporation and bylaws, respectively, following the Effective Date.

Section 6. Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Florida.

Section 7. Miscellaneous.

- a. This Agreement may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.
- b. The parties shall execute and deliver such further instruments and do such further acts and things as may be reasonably required to

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carry out the intent and purposes of this Agreement.

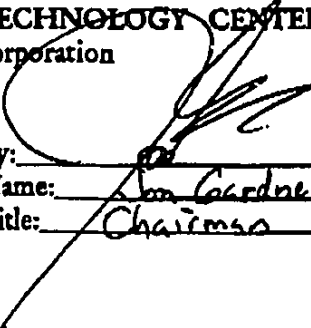
IN WITNESS WHEREOF, the parties hereto have executed this Agreement or caused it to be executed by their duly authorized officers, all as of the day and year first above written.

Signed, sealed and delivered
TECHNOLOGY
in the presence of:

FLORIDA MANUFACTURING
CENTER, INC., a Florida corporation

By: 
Name: RICK KIRSCHAK
Title: EXEC. DIRECTOR

SOUTH FLORIDA MANUFACTURING
TECHNOLOGY CENTER, INC., a Florida
corporation

By: 
Name: Tom Gardner
Title: Chairman

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State of Florida



Department of State

CERTIFICATE OF ADMINISTRATIVE DISSOLUTION

The provisions of section 607.1421 or 617.1421, Florida Statutes, which requires 60 days notice of a proposed dissolution, have been met for HOLY CROSS SUBSIDIZED RETIREMENT HOUSING CENTER, INC., a corporation organized under the laws of the State of Florida. This corporation is hereby administratively dissolved as of June 26, 1997 for failure to file the required annual report(s), as required by law.

The document number of this corporation is N94000001123.

N94000000/123

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Twenty-sixth day of June, 1997



CR2EO22 (2-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State