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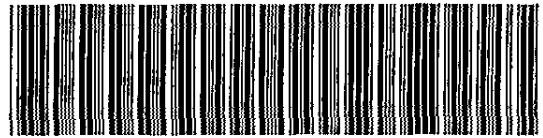
AUTHORIZATION BY PHONE TO

CORP. NAMES ON Att.

DATE 01/12/04

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DIVISION OF CORPORATIONS
2004 JAN -5 PM 3:58

Merger

01/12/04

DC

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December 31, 2003

VIA OVERNIGHT DELIVERY

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Testing Laboratories of Canada, Inc.

Dear Sir/Madame:

On behalf of Testing Laboratories of Canada, Inc., enclosed please find the Transmittal Letter and Articles of Merger (one original and one copy).

Finally, please find enclosed check numbered 2526 in the amount of \$70.00 made payable to the Florida Department of State for the filing fee. In addition, please find enclosed check numbered 5392 in the amount of \$8.75 for a certified copy.

If you could please send all documents in the enclosed Federal Express envelope to the following address it would be greatly appreciated:

Vacovec, Mayotte & Singer, LLP
255 Washington Street, Suite 340
Newton, MA 02458

Attention: Les L. Hoiberg

Thank you for your attention to this matter and please call if you have any questions.

Very truly yours,

 for:
Les L. Hoiberg

LLH:mat
Enclosure
Llh\TLC Merger\FileFl.1tr.doc

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Testing Laboratories of Canada, Inc.
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kenneth J. Vacovec, Esq.
(Name of person)

Vacovec, Mayotte & Singer, LLP
(Name of firm/company)

255 Washington Street, Suite 340
(Address)

Newton, MA 02458
(City/state and zip code)

For further information concerning this matter, please call:

Les L. Holberg, Esq. at (617) 964-0500
(Name of person) (Area code & daytime telephone number)

☒ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Testing Laboratories of Canada, Inc.	FL	P02000068748

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Testing Laboratories of Canada, Inc.	MA	

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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 29, 2003

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 29, 2003

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

"TLC"

Stewart A. Satter, President

"TLC"

Stewart A. Satter, Clerk

"TLC Florida"

Yefim Buzik, President

"TLC Florida"

Stewart A. Satter, Secretary

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Testing Laboratories of Canada, Inc.

FL

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Testing Laboratories of Canada, Inc.

MA

Third: The terms and conditions of the merger are as follows:

See Attached Agreement of Merger and Plan of Reorganization.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See Attached Agreement of Merger and Plan of Reorganization.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

The Articles of the surviving corporation shall survive unchanged and remain in effect after the merger.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

AGREEMENT OF MERGER AND PLAN OF REORGANIZATION

Agreement of Merger and Plan of Reorganization dated 12/29/03 by and between Testing Laboratories of Canada, Inc. (Massachusetts), a Massachusetts corporation (hereinafter called "TLC") and Testing Laboratories of Canada, Inc. (Florida), a Florida corporation (hereinafter called "TLC Florida").

WHEREAS:

1. The Board of Directors of TLC and TLC Florida have resolved that TLC be merged and pursuant to Corporation Law of the State of Florida and the Corporation Law of the Commonwealth of Massachusetts into a single corporation existing under the laws of the State of Florida, to wit, TLC Florida, which shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code;

2. The authorized capital stock of TLC consists of 200,000 shares of Common Stock with no par value per share (herein after called "TLC Common Stock"), of which 1,000 shares are issued and outstanding.

3. The authorized capital stock of TLC Florida consists of 12,500 shares of Common Stock with no par value per share (hereinafter called "TLC Florida Common Stock"), 2 shares of which are issued and outstanding.

4. The respective Boards of Directors of TLC and TLC Florida have approved the merger upon the terms and conditions hereinafter set forth and having approved this Agreement.;

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree in accordance with the Corporation Law of the State of Florida and the Corporation Law of the Commonwealth of Massachusetts that TLC shall be, at the Effective Date (as hereinafter defined), merged (hereinafter called "Merger") into a single corporation existing under the laws of the State of Florida, to wit, TLC Florida, which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

1. Stockholders' Meetings; Filings; Effects of Merger

1.1 TLC Stockholder's Meeting. TLC shall call a meeting of its stockholders to be held in accordance with the Corporation Law of the Commonwealth of Massachusetts at the earliest practicable date, upon due notice thereof to its stockholders to consider and vote upon, among other matters, adoption of this Agreement.

1.2 Action by TLC as Sole Stockholder of TLC Florida. On or before 12/29/03, TLC, as the sole stockholder of TLC Florida, shall adopt this Agreement in accordance with the Corporation Law of the State of Florida.

1.3 Filing of Certificate of Merger; Effective Date. If (a) this Agreement is adopted by the stockholders of TLC in accordance with the Business Corporation Law of the Commonwealth of Massachusetts, (b) this Agreement has been adopted by TLC as the sole stockholder of TLC Florida, in accordance with the Corporation Law of the State of Florida, and (c) this Agreement is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then a Certificate of Merger shall be filed and recorded in accordance with the Corporation Law of the State of Florida and Articles of Merger shall be filed in accordance with the Corporation Law of the Commonwealth of Massachusetts. Such filings shall be made on the same day. The Merger shall become effective at 9:00 A.M. on the calendar day following the day of such filing in Florida, which date and time are herein referred to as the "Effective Date."

1.4 Certain Effects of Merger. On the Effective Date, the separate existence of TLC shall cease, and TLC shall be merged into TLC Florida which, as the Surviving Corporation, shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of TLC, and all and singular, the rights, privileges, powers, and franchises of TLC, and all property, real, personal, and mixed, and all debts due to TLC on whatever account, as well for stock subscriptions and all other things in action or belonging to TLC, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of TLC, and the title to any real estate vested by deed or otherwise, under the laws of Florida or Massachusetts or any other jurisdiction, in TLC, shall not revert or be in any way impaired, but all rights of creditors and all liens upon any property of TLC shall be preserved unimpaired, and all debts, liabilities, and duties of TLC shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of TLC or the corresponding officers of the Surviving Corporation, may, in the name of TLC, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all TLC's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

2. Name of Surviving Corporation; Certificate of Incorporation; By-Laws

2.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be TESTING LABORATORIES OF CANADA, INC.

2.2 Certificate of Incorporation. The Certificate of Incorporation of TLC Florida as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Certificate of Incorporation of the Surviving Corporation until changed or amended as provided by law.

2.3 By-Laws. The By-Laws of TLC Florida, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the By-Laws of the Surviving Corporation until amended as provided therein.

3. Status and Conversion of Securities

The manner and basis of converting the shares of the capital stock of TLC and the nature and amount of securities of TLC Florida which the holders of shares of TLC Common Stock are to receive in exchange for such shares are as follows:

3.1 TLC Common Stock. Each one share of TLC Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one fully paid share of TLC Florida Common Stock, and outstanding certificates representing shares of TLC Common Stock shall thereafter represent shares of TLC Florida Common Stock. Such certificates may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

3.2 TLC Florida Common Stock Held by TLC. All issued and outstanding shares of TLC Florida Common Stock held by TLC immediately before the Effective Date shall, by virtue of the Merger and at the Effective Date, cease to exist and certificates representing such shares shall be cancelled.

4. Miscellaneous

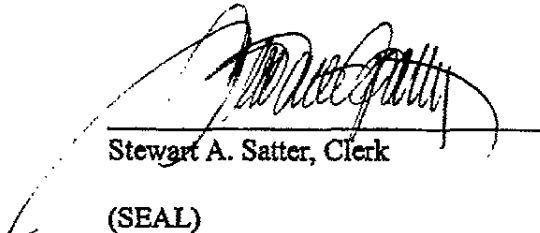
4.1 This Agreement of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the merger, and whether before or after approval of this Agreement of Merger by the shareholders of TLC, if the Board of Directors of TLC or of the Surviving Corporation duly adopt a resolution abandoning this Agreement of Merger.

4.2 For the convenience of the parties hereto and to facilitate the filing of this Agreement of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, this Agreement has been executed by Testing Laboratories of Canada, Inc. (Massachusetts) and Testing Laboratories of Canada, Inc. (Florida) all on the date first written above.

ATTEST:

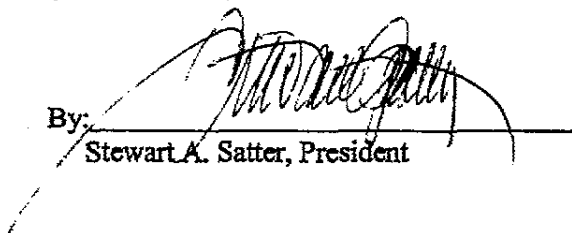
TESTING LABORATORIES OF CANADA, INC.
(Massachusetts)



Stewart A. Satter, Clerk

(SEAL)

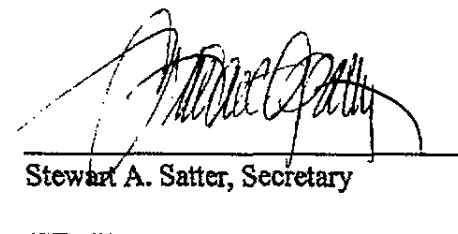
By:



Stewart A. Satter, President

ATTEST:

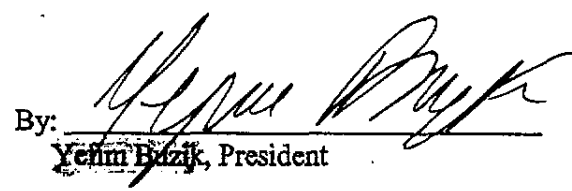
TESTING LABORATORIES OF CANADA, INC.
(Florida)



Stewart A. Satter, Secretary

(SEAL)

By:



Yefim Buzik, President

JGG/Satter/CTLMerger