

176707

Rogers, Towers, et al - Mary Rose
Requestor's Name

106 South Monroe Street
Address

TLH, Florida 32301 (850) 222-7200
City/State/Zip Phone #

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00 SEP 26 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. The Crom Corporation
(Corporation Name) (Document #)
2. # 176707
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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*****70.00 *****70.00

Q. COULLETTE SEP 26 2000

Please provide a filed
stamped copy.
Thank You

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

CROM ACQUISITION, INC., a Florida corporation, P00000072405

INTO

THE CROM CORPORATION, a Florida entity, 176707.

File date: September 26, 2000

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER
of
CROM ACQUISITION, INC.
into
THE CROM CORPORATION

These Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First, The surviving corporation is The Crom Corporation, a Florida corporation.

Second, The merging corporation is Crom Acquisition, Inc., a Florida corporation.

Third, The plan of merger is attached as Exhibit A hereto.

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

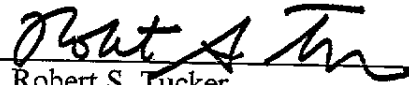
Fifth, The plan of merger was adopted by the shareholders of the surviving corporation on August 7, 2000.

Sixth, The plan of merger was adopted by the shareholders of the merging corporation on August 7, 2000.

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IN WITNESS WHEREOF, the undersigned sign these Articles of Merger as of
the 26th day of Sept, 2000.

CROM ACQUISITION, INC.

By: 
Name: Robert S. Tucker
Title: President

THE CROM CORPORATION

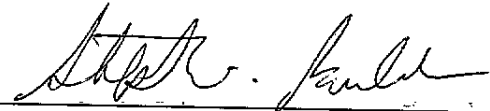
By: 
Name: Stephen W. Pavlik
Title: President

EXHIBIT A

PLAN OF MERGER

Dated: September 26, 2000

THIS PLAN OF MERGER relates to and describes the merger ("Merger") by and between CROM ACQUISITION, INC., a Florida corporation ("Disappearing Corporation"), and THE CROM CORPORATION, a Florida corporation ("Surviving Corporation"). (Disappearing Corporation and Surviving Corporation are sometimes referred to collectively herein as the "Constituent Corporations.") The Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with Florida Statutes Section 607.1101 et seq. of the Florida Business Corporation Act (the "Act").

PREAMBLE

The Crom Corporation presently has 351,500 shares of common stock, par value \$0.01, issued and outstanding, which shares are owned by individual shareholders (the "Sellers").

Crom Acquisition, Inc. shall be merged into The Crom Corporation with The Crom Corporation constituting the surviving corporation.

The terms and conditions of the Merger shall be as follows:

1. **Articles of Incorporation.** The Articles of Incorporation of Surviving Corporation, as previously amended and in effect immediately before the effective date of the Merger (the "Effective Date"), shall without any changes be the Articles of Incorporation of Surviving Corporation from and after the Effective Date until further amended as permitted by law.

2. **Manner and Basis of Converting Shares.** Upon the Effective Date, 312,179 shares of the 351,500 shares of issued and outstanding Surviving Corporation common stock shall, without more, be converted into and become the right to receive certain subordinated notes, warrants, and cash. The remaining 39,321 shares of the issued and outstanding Surviving Corporation common stock shall be retained by the Sellers and shall be unaffected by the Merger.

Upon the Effective Date, each share of Disappearing Corporation common stock issued and outstanding at that time shall, without more, be converted into and become 57,671 shares of Surviving Corporation common stock.

3. **Satisfaction of Rights of Disappearing Corporation Shareholders.** All shares of Surviving Corporation common stock into which shares of Disappearing Corporation common stock shall have been converted shall be deemed to be in full satisfaction of Disappearing Corporation's converted shares.

4. **Fractional Shares.** Fractional shares of Surviving Corporation common stock shall not be issued in connection with the Merger.

5. **Effect of Merger.** On the Effective Date, the separate existence of Disappearing Corporation shall cease, and Surviving Corporation shall be fully vested in Disappearing Corporation's rights, privileges, immunities, powers and franchises, subject to Disappearing Corporation's restrictions, liabilities, disabilities and duties, all as more particularly set forth in Section 607.1106 of the Act.

6. **Supplemental Action.** If, at any time after the Effective Date, Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments or assurances, or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corporation or Disappearing Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corporation, any and all proper conveyances, agreements, documents, instruments and assurances and perform all necessary or proper acts, to vest, perfect, confirm or record such title thereto in Surviving Corporation, or to otherwise carry out the provisions of this Plan.

7. **Filing with the Florida Secretary of State and Effective Date.** Disappearing Corporation and Surviving Corporation shall cause their respective President (or Vice President) to execute Articles of Merger relating to the Merger described herein. This Plan shall become an exhibit to such Articles of Merger and shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein. The Articles of Merger shall then be delivered by Surviving Corporation to the Office of the Secretary of State of the State of Florida for filing in the official records of such office. The Articles of Merger shall be effective upon such filing.

8. **Abandonment; Amendment.** In accordance with Section 607.1103 of the Act, this Plan may be abandoned or amended by the Constituent Corporations at any time prior to the Effective Date.

THE CROM CORPORATION,
a Florida corporation

By: _____
Name: Stephen W. Pavlik
Its: President

CROM ACQUISITION, INC.
a Florida corporation

By: _____
Name: Robert S. Tucker
Its: President