

344 397

ARTICLES OF MERGER
Merger Sheet

MERGING:

MANAGEMENT TECHNICAL SERVICES, INC., a California corporation, not
qualified in Florida

INTO

ALDEN EQUIPMENT CO., INC. OF FLORIDA, a Florida corporation, 344397

File date: April 29, 1997

Corporate Specialist: Karen Gibson



THE UNITED STATES
CORPORATION
COMPANY

344397

ACCOUNT NO. : 072100000032

REFERENCE : 347133 4323852

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 29, 1997

ORDER TIME : 9:45 AM

ORDER NO. : 347133-010

CUSTOMER NO: 4323852

CUSTOMER: Mary Fendle, Legal Assistant
Dean Mead Egerton Bloodworth
Suite 1500
800 North Magnolia Avenue
Orlando, FL 32803

400002158424--4
-04/29/97--01081--005
****122.50 ****122.50

ARTICLES OF MERGER

MANAGEMENT TECHNICAL SERVICES,
INC.

INTO

ALDEN EQUIPMENT CO., INC. OF
FLORIDA

FILE SECOND

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

FILED
97 APR 29 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 APR 29 AM 10:49

**ARTICLES OF MERGER OF
MANAGEMENT TECHNICAL SERVICES, INC., A CALIFORNIA CORPORATION,
WITH AND INTO ALDEN EQUIPMENT CO. INC. OF FLORIDA,
A FLORIDA CORPORATION**

Pursuant to the provisions of Section 607.1101 of the Florida Statutes, the undersigned corporations hereby adopt the following Articles of Merger:

ARTICLE I - PLAN OF MERGER

The Plan of Merger of Management Technical Services, Inc. ("MTSI"), California corporation, with and into Alden Equipment Co. Inc. of Florida ("Alden"), a Florida corporation, with Alden being the surviving corporation, is set forth in Exhibit "A" attached hereto and made a part hereof.

ARTICLE II - ADOPTION OF PLAN OF MERGER

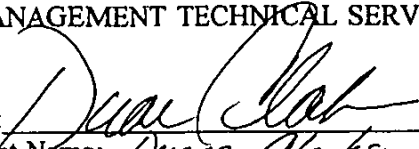
The Plan of Merger was unanimously approved by the shareholders and the Directors of MTSI by written consents dated the 25th day of April, 1997. The Plan of Merger was unanimously approved by the shareholders and the Directors of Alden by written consents dated the 25th day of April, 1997.

ARTICLES III - EFFECTIVE DATE OF MERGER

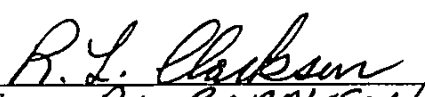
The effective date of the merger shall be as of the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.

DATED this 25th day of April, 1997.

MANAGEMENT TECHNICAL SERVICES, INC.

By: 
Print Name: Duane Clarkson
Title: President

ALDEN EQUIPMENT CO. INC. OF FLORIDA

By: 
Print Name: R.L. CLARKSON
Title: CEO

FILED
97 APR 29 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT "A"

**PLAN OF MERGER OF
MANAGEMENT TECHNICAL SERVICES, INC.,
A CALIFORNIA CORPORATION,
WITH AND INTO
ALDEN EQUIPMENT CO., INC. OF FLORIDA,
A FLORIDA CORPORATION**

1. Management Technical Services, Inc. ("MTSI"), a California corporation, shall merge with and into Alden Equipment Co., Inc. of Florida ("Alden"), a Florida corporation, with Alden as the surviving corporation.

2. Upon the consummation of the merger of MTSI with and into Alden, the separate existence of MTSI shall cease. Alden, as the surviving corporation, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of Alden shall not be affected by the merger and upon the merger, Alden, without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of MTSI prior to the merger as provided in Section 607.1106 of the Florida Statutes. Further, as provided in Section 607.1106 of the Florida Statutes, all rights of creditors and any person or persons dealing with MTSI shall be preserved and remain unimpaired by the merger, all liens upon the properties of MTSI shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of MTSI shall henceforth attach to Alden and may be enforced against Alden to the same extent as if such obligations and duties has been incurred by Alden. Additionally, any existing claim or action or proceeding pending by or against MTSI or Alden may be continued as if the merger did not occur or Alden may be substituted in such proceedings for MTSI.

3. The manner and basis of converting the shares of MTSI and Alden into shares of Alden are as follows:

a. MTSI has 1,000,000 shares, having a par value of One Dollar (\$1.00) per share, of authorized common stock. At the effective date of the merger, each share of common stock, One Dollar (\$1.00) par value, of MTSI issued and outstanding immediately prior to the merger shall be converted into one hundredth (0.01) of a share of common stock, One Dollar (\$1.00) par value, of Alden. Each share of the MTSI common stock issued and outstanding prior to the date of the merger shall be cancelled as a result of the merger and the shareholders of MTSI shall surrender their certificates for cancellation. The total consideration that the shareholders of MTSI shall receive for the two hundred twenty-one thousand (221,000) shares of outstanding One Dollar (\$1.00) par value common stock of MTSI shall be two

thousand two hundred ten (2,210) shares of One Dollar (\$1.00) par value common stock of Alden.

b. At the effective date of the merger, each share of common stock, One Dollar (\$1.00) par value, of Alden issued and outstanding prior to the date of the merger shall be cancelled as a result of the merger and MTSI shall cause the certificate(s) for such shares to be surrendered for cancellation.

4. The Articles of Incorporation of Alden in effect at the time of the merger shall remain unchanged as a result of the merger and shall continue as the Articles of Incorporation of Alden.

5. The officers and Directors of Alden at the time of the merger shall continue to hold their respective offices as a result of the merger.

6. The effective date of the merger shall be as of the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.



THE UNITED STATES
CORPORATION
COMPANY

344397

ACCOUNT NO. : 072100000032

REFERENCE : 347133 4323852

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 29, 1997

ORDER TIME : 9:44 AM

ORDER NO. : 347133-005

CUSTOMER NO: 4323852

200002158422--0

-04/29/97--01081-004

*****87.50 *****87.50

CUSTOMER: Mary Fendle, Legal Assistant
Dean Mead Egerton Bloodworth
Suite 1500
800 North Magnolia Avenue
Orlando, FL 32803

DOMESTIC AMENDMENT FILING

NAME: ALDEN EQUIPMENT CO., INC. OF
FLORIDA

FILE FIRST

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

AM 4/29

FILED
97 APR 29 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97
APR 29 AM 10:49
RECEIVED

ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION
OF ALDEN EQUIPMENT CO., INC. OF FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Amendment to the Articles of Incorporation:

Article I - Name

The name of the corporation is Alden Equipment Co., Inc. of Florida (the "Corporation").

Article II - Adoption and Text of Amendments

All of the Directors or the Corporation approved a resolution amending Article IV of the Articles of Incorporation by written consent dated the 25th day of April, 1997, in accordance with the provisions of Section 607.0821 of the Florida Statutes. The sole shareholder of the Corporation approved the resolution amending Article IV of the Articles of Incorporation by written consent dated the 25th day of April, 1997, in accordance with the provisions of Section 607.0704 of the Florida Statutes, and the number of votes cast for the amendment to the Articles of Incorporation was sufficient for approval of said amendment. The following is a true and correct copy of the resolution amending Article IV of the Articles of Incorporation:

RESOLVED, that Article IV of the Articles of Incorporation of the Corporation be amended in its entirety to read as follows:

"IV.

The maximum number of shares of capital stock which this Corporation is authorized to issue and have outstanding at any one time is ten thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share."

Article III - Effective Date of Amendment

The effective date of this amendment to the Articles of Incorporation of the Corporation set forth herein will be as of the date of filing with the Secretary of State of the State of Florida.

Dated this 25th day of April, 1997.

ALDEN EQUIPMENT CO., INC. OF FLORIDA

By: R. L. Clarkson
Print Name: R. L. CLARKSON
Title: CEO

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