

Document Number Only

444912

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address  
222-1092

City State Zip Phone

CORPORATION(S) NAME

100002382301--5  
-12/24/97--01064--021  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

EFFECTIVE DATE

1-1-98

Combustion Tec, Inc.

w/ to info:

Eclipse Combustion, Inc.

☐ Profit  
☐ NonProfit  
☐ Limited Liability Co.

☐ Amendment

☒ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fictitious Name Filing

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Verifier

Acknowledgment

W.P. Verifier

DEC 24 1997

File F102

Handwritten signature and date 12/24

Thanks,  
Jeff

444912

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

COMBUSTION TEC, INC., a Florida corporation, document number 444912

INTO

**ECLIPSE COMBUSTION, INC.**, an Illinois corporation not qualified in Florida.

File date: December 24, 1997, effective January 1, 1998

Corporate Specialist: Karen Gibson

EFFECTIVE DATE  
1-1-98

ARTICLES OF MERGER OF  
COMBUSTION TEC, INC.,  
With and into  
ECLIPSE COMBUSTION, INC.

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1104 of the Florida Business Corporation Act ("the Act"), the undersigned corporation, Eclipse, Inc. an Illinois corporation, adopts the following Articles of Merger for the purpose of merging two of its wholly owned subsidiaries;

1. The names of the corporations which are parties to the within merger are Eclipse Combustion, Inc., an Illinois Corporation and Combustion Tec, Inc., a Florida Corporation, both wholly owned subsidiaries of Eclipse, Inc., an Illinois Corporation. As of January 1, 1998, Combustion Tec, Inc., shall merge with and into Eclipse Combustion, Inc., with Eclipse Combustion, Inc., being the surviving corporation.
2. The Plan of Merger attached hereto as Exhibit "A" and incorporated herein by reference, was adopted by the Board of Directors of the undersigned, as the parent corporation and sole shareholder of each of the subsidiaries, in the manner prescribed by the Florida Business Corporation Act on November 20, 1997.
3. The effective date of the merger shall be January 1, 1998.
4. Pursuant to the Act, shareholder approval was not required to effectuate the merger of these two wholly owned subsidiaries of Eclipse, Inc.

Dated: 11/20/97

ECLIPSE, INC.

By: A. Campbell Perks  
A. Campbell Perks,  
Chairman of the Board of Directors

## PLAN OF MERGER

This Plan of Merger involves Eclipse Combustion, Inc., an Illinois corporation and a wholly owned subsidiary of Eclipse, Inc., an Illinois corporation, hereafter referred to as the surviving corporation and Combustion Tec, Inc., a Florida corporation and wholly owned subsidiary of Eclipse, Inc.

Eclipse Combustion, Inc., is a corporation organized and existing under the laws of the state of Illinois.

Combustion Tec, Inc., is a corporation organized and existing under the laws of the state of Florida.

Both Eclipse Combustion, Inc. and Combustion Tec, Inc., are wholly owned subsidiaries of Eclipse, Inc., and the Board of Directors of Eclipse, Inc., deems it desirable and in the best interest of the corporation that Combustion Tec, Inc. be merged into and with Eclipse Combustion, Inc., pursuant to the provisions of Sections 601.1101, et. seq., of the Florida Business Corporation Act (the Act") and the Illinois Business Corporation Act of 1983 as amended ("the Illinois Act") in order that the transaction qualify as a "reorganization" within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended. This Plan of Merger was adopted by the Eclipse, Inc. Board of Directors in accordance with the applicable provisions of the Act and the Illinois Act on November 20, 1997.

Effective January 1, 1998 ("the Effective Date"), Combustion Tec, Inc., a wholly owned subsidiary of Eclipse, Inc., shall be merged with and into Eclipse Combustion, Inc., a wholly owned subsidiary of Eclipse, Inc., with Eclipse Combustion, Inc., being the surviving corporation.

The Articles of Incorporation of Eclipse Combustion, Inc. in effect immediately prior to the Effective Date shall be the Articles of Incorporation of the surviving corporation, and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed under the Illinois Act.

The By-laws of Eclipse Combustion, Inc. in effect immediately prior to the Effective Date shall be the By-laws of the surviving corporation, and said By-laws shall continue in full force and effect until amended and changed in the manner prescribed under the Illinois Act.

EXHIBIT "A"

The Directors of the surviving corporation shall be as set forth below, and each such director shall remain a director until his successor is elected and qualified, or until his tenure is otherwise terminated in accordance with the Articles of Incorporation and By-laws of the surviving corporation:

Douglas C. Perks	Harry F. Steltmann
James A. White	Gerry O. Sibley
Paul E. Carpenter	David Collier
Lachlan L. Perks	Cor Havelaar

The officers of the surviving corporation shall be as set forth below, and each such officer shall hold his office until his successor is elected and qualified, or until his tenure is otherwise terminated in accordance with the Articles of Incorporation and By-laws of the surviving corporation.

<u>Name</u>	<u>Title</u>
James A. White	President
Paul E. Carpenter	Secretary and Treasurer

As of the Effective Date, by virtue of the merger and without any prior or further action on the part of any shareholder, person or entity, each and every share of stock of Combustion Tec, Inc., issued and outstanding immediately prior to the Effective Date (1,740 shares of common stock), shall be canceled.