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ARTICLES OF MERGER Merger Sheet

**MERGING:** 

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

## INTO

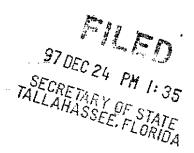
ECLIPSE COMBUSTION, INC., an Illinois corporation not qualified in Florida.

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

Corporate Specialist: Karen Gibson



COMBUSTION TEC, INC.,
With and into
ECLIPSE COMBUSTION, INC.



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,

Chairman of the Board of Directors

## PLAN OF MERGER

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

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

Name
James A. White
Paul E. Carpenter

Title
President
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.

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