

# 445032

**Document Number Only**

CT Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City State Zip Phone

**CORPORATION(S) NAME**

Endo Inc of Florida

Energy LTD:

Control Concepts Corporation

200003001672-7  
-09/30/99-01061-009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other UCC Filing   |
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C. COULLETTE SEP 30 1999

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

EDCO, INC. OF FLORIDA, a Florida corporation, 445032

INTO

**CONTROL CONCEPTS CORPORATION**, a New York corporation not qualified  
in Florida.

File date: September 30, 1999

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER  
(Profit Corporation)

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 is:

<u>Name</u>	<u>Jurisdiction</u>
Control Concepts Corporation	New York

SECOND: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Edco, Inc. of Florida	Florida
Control Concepts Corporation	New York

THIRD: The plan of merger is attached and incorporated herein by reference (the Plan of Merger).

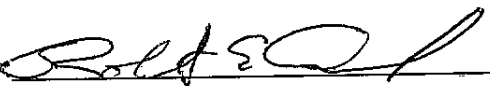
FOURTH: The merger shall become effective as of the close of business on September 30, 1999.

FIFTH: The Plan of Merger was adopted and approved by the sole shareholder and the board of directors of Control Concepts Corporation on September 20, 1999.

SIXTH: The Plan of Merger was adopted and approved by the sole shareholder and the board of directors of Edco, Inc. of Florida on September 20, 1999.

Dated this 22nd day of September, 1999.

Control Concepts Corporation

By:   
Robert E. Daniel  
President

Edco, Inc. of Florida

By:   
Harley M. Smith  
Assistant Secretary

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## PLAN OF MERGER

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 is:

<u>Name</u>	<u>Jurisdiction</u>
Control Concepts Corporation	New York

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Edco, Inc. of Florida	Florida
Control Concepts Corporation	

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

(a) All of the property, rights, privileges, leases and patents of Edco, Inc. of Florida are to be transferred to and become the property of Control Concepts Corporation, the surviving entity. The officers and board of directors of the above named corporations are authorized to execute all deeds, assignments, and documents of every nature which may be needed to effectuate a full and complete transfer of ownership.

(b) The Certificate of Incorporation, By-Laws, officers and directors of the surviving corporation immediately prior to the effective date of the merger shall continue to be the Certificate of Incorporation, By-Laws, officers and directors of the surviving corporation after the effective date of the merger until lawfully changed.

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:

The issued shares of Edco, Inc. of Florida shall not be converted in any manner, nor shall any cash or other consideration be paid or delivered therefor, but each said share which is issued and outstanding as of the effective date of the merger shall be surrendered and extinguished.