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MERGER OR SHARE EXCHANGE

I.C. PROBOTICS, INC.

FILED
02 SEP -4, PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
Merger Sheet

MERGING:

LENZ ENGINEERING COMPANY, INC., a Florida corporation, document
number 439931

INTO

I.C. PROBOTICS, INC., a Florida entity, 503291

File date: September 4, 2002

Corporate Specialist: Karen Gibson

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**ARTICLES OF MERGER
OF
LENZ ENGINEERING COMPANY, INC.
WITH AND INTO
I.C. PROBOTICS, INC.**

FILED
02 SEP -4 PM 2:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

ARTICLE I - PLAN OF MERGER

The Plan of Merger of LENZ ENGINEERING COMPANY, INC., a Florida corporation, with and into I.C. PROBOTICS, INC., a Florida corporation, with I.C. PROBOTICS, INC. being the surviving corporation, is set forth below:

**"PLAN OF MERGER
OF
LENZ ENGINEERING COMPANY, INC.
WITH AND INTO
I.C. PROBOTICS, INC.**

1. **LENZ ENGINEERING COMPANY, INC.**, a Florida corporation ("Lenz Engineering"), shall merge with and into **I.C. PROBOTICS, INC.**, a Florida corporation ("Probotics"), with Probotics as the surviving corporation.

2. Upon the consummation of the merger of Lenz Engineering with and into Probotics, the separate existence of Lenz Engineering shall cease. Probotics, 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 Probotics shall not be affected by the merger and upon the merger, Probotics, 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 Lenz Engineering 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 Lenz Engineering shall be preserved and remain unimpaired by the merger, all liens upon the properties of Lenz Engineering shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of Lenz Engineering shall henceforth attach to Probotics and may be enforced against Probotics to the same extent as if such obligations and duties have been incurred by Probotics. Additionally, any existing claim or action or proceeding pending by or against Lenz Engineering or Probotics may be continued as if the

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merger did not occur or Probotics may be substituted in such proceedings for Lenz Engineering.

3. The manner and basis of converting the shares of Lenz Engineering and Probotics into shares of Probotics are as follows:

(a) On the effective date of the merger, each share of common stock, One Dollar (\$1.00) par value, of Probotics issued and outstanding immediately prior to the merger shall remain issued and outstanding and shall be unchanged as a result of the merger.

(b) On the effective date of the merger, each share of common stock of Lenz Engineering issued and outstanding shall be cancelled and retired and all certificates representing such shares of stock shall be cancelled and no cash, securities, property or other forms of consideration shall be issued with respect to such stock in connection with the merger.

4. The Articles of Incorporation of Probotics 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 Probotics.

5. The Bylaws of Probotics in effect at the time of the merger shall remain unchanged as a result of the merger and shall continue as the Bylaws of Probotics.

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

ARTICLE II - ADOPTION OF PLAN OF MERGER

The Plan of Merger was approved by the shareholders and the directors of each corporation by written consents dated as of the 28 day of August, 2002.

ARTICLE III - EFFECTIVE DATE OF MERGER

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

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DATED this 28 day of August, 2002.

LENZ ENGINEERING COMPANY, INC.

I.C. PROBOTICS, INC.

By: Seymour S. Lenz
Seymour S. Lenz, President

By: Seymour S. Lenz
Seymour S. Lenz, President

Attest: Jeanette B. Lenz
Jeanette B. Lenz, Secretary

Attest: Jeanette B. Lenz
Jeanette B. Lenz, Secretary

STATE OF FLORIDA
COUNTY OF ~~ORANGE~~ SEMINOLE

The foregoing instrument was acknowledged before me this 28th day of August, 2002, by SEYMOUR S. LENZ, the President of LENZ ENGINEERING COMPANY, INC., a Florida corporation, and by JEANETTE B. LENZ, the Secretary of LENZ ENGINEERING COMPANY, INC., on behalf of the corporation. Said persons did not take an oath and (check one) are personally known to me, produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or produced other identification, to wit: _____

ROBERT H. VINSON JR.
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # CC906734
EXPIRES 1/31/2004
BONDED THRU ASA 1-556-NOTARY1

Robert H. Vinson Jr.
Print Name: Robert H. Vinson Jr.
Notary Public, State of Florida
Commission No: CC 906734
My Commission Expires: 1-31-04

STATE OF FLORIDA
COUNTY OF ~~ORANGE~~ SEMINOLE

The foregoing instrument was acknowledged before me this 28th day of August, 2002, by SEYMOUR S. LENZ, the President of I.C. PROBOTICS, INC., a Florida corporation, and by JEANETTE B. LENZ, the Secretary of I.C. PROBOTICS, INC., on behalf of the corporation. Said persons did not take an oath and (check one) are personally known to me, produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or produced other identification, to wit: _____

ROBERT H. VINSON JR.
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # CC906734
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Robert H. Vinson Jr.
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