

Document Number Only

540456

C T Corporation System.

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

400002642444--6

-09/17/98--01071--013

*****70.00 *****70.00

CORPORATION(S) NAME

(212) 499-8240

Marasys Merger Corp.

merging into: Marine Air Systems, Inc.

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

☐ Will Wait

☒ Merger

☐ Mark

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS

☐ After 4:30

☒ Pick Up

DIVISION OF CORPORATION

98 SEP 17

RECEIVED

FILED

98 SEP 17 PM 2:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN EXTRA COPY(S)

FILE STAMPED

THANKS

CONNIE

EFFECTIVE DATE
10-1-98

File 2nd

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 17, 1998

*WALK-IN
PICK-UP*

CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: MARINE AIR SYSTEMS, INC.
Ref. Number: 540456

We have received your document for MARINE AIR SYSTEMS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

For each corporation, the document must contain the date of adoption of the plan of merger.

The merger should include 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.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 498A00047190

*ATTN?
Teresa Brown
Please Acknowledge.
Thank you.*

RECEIVED
98 SEP 18 PM 2:32
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314

ARTICLES OF MERGER
Merger Sheet

MERGING:

MARINE AIR SYSTEMS, INC., a Florida corporation, 540456

INTO

MARASYS MERGER CORP., a Delaware corporation not qualified in Florida.

File date: September 17, 1998, effective October 1, 1998

Corporate Specialist: Teresa Brown

EFFECTIVE DATE

10-1-98

ARTICLES OF MERGER OF
MARASYS MERGER CORP. AND
MARINE AIR SYSTEMS, INC.

FILED
98 SEP 17 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Organizations Law, the undersigned corporations have executed the following Certificate of Merger:

FIRST: The names of the constituent corporations are Marasys Merger Corp., a Delaware corporation, and Marine Air Systems, Inc., a Florida corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by unanimous consent of the directors and shareholders of each of the constituent corporations on August 28, 1998.

THIRD: The name of the surviving corporation shall be ~~MARASYS MERGER CORP.~~ a Delaware corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation is hereby amended to reflect the change of the name of the surviving corporation from Marasys Merger Corp. to Marine Air Systems, Inc. In all other respects, the Certificate of Incorporation shall remain unchanged.

FIFTH: The executed Agreement of Merger is on file at an office of the surviving corporation with an address of 66 Kingsboro Avenue, P.O. Box 1190, Gloversville, New York 12078.

SIXTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

SEVENTH: The surviving corporation is to be a corporation of the State of Delaware. The authorized stock of the constituent corporation which is not a corporation of the State of Delaware is 1000 shares.

EIGHTH: The effective date of the merger shall be October 1, 1998.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 28th day of August, 1998.

MARINE AIR SYSTEMS, INC.

By: John E. Taylor

John E. Taylor

Secretary and Treasurer

MARASYS MERGER CORP.

By: John E. Taylor

John E. Taylor

Secretary and Treasurer

PLAN AND AGREEMENT OF MERGER

MARASYS MERGER CORP. AND MARINE AIR SYSTEMS, INC.

This Plan and Agreement of Merger made and entered into on the 28th day of August, 1998, by and between Marasys Merger Corp., a Delaware Corporation, and Marine Air Systems, Inc., an Florida Corporation.

WHEREAS, Marasys Merger Corp. is a corporation organized and existing under the laws of the State of Delaware, its Certificate of Incorporation having been filed in the Office of the Secretary of State of the State of Delaware on August 28, 1998; and

WHEREAS, Marine Air Systems, Inc. is a corporation organized and existing under the laws of the State of Florida, its Articles of Incorporation having been filed in the Office of the Secretary of State of the State of Florida on June 14, 1977; and

WHEREAS, the aggregate number of shares which Marasys Merger Corp. has authority to issue is 1000; and

WHEREAS, the Board of Directors of each of the constituent corporations deems it advisable that Marine Air Systems, Inc. be merged into Marasys Merger Corp. on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the statutes of the States of Delaware and Florida respectively, which permit such merger;

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, Marasys Merger Corp. and Marine Air Systems, Inc., by their respective Boards of Directors, have agreed and do hereby agree, each with the other as follows:

1. Marasys Merger Corp. and Marine Air Systems, Inc. shall be merged into a single corporation, in accordance with applicable provisions of the laws of the State of Florida and of the State of Delaware, by Marine Air Systems, Inc. merging into Marasys Merger Corp., which shall be the surviving corporation, effective October 1, 1998.

2. Upon the effective date of the merger as provided in the applicable laws of the State of Florida and of the State of Delaware, the two constituent corporations shall be a single corporation, which shall be Marasys Merger Corp. as the surviving corporation, and the separate existence of Marine Air Systems, Inc. shall cease except to the extent provided by the laws of the State of Florida in the case of a corporation after its merger into another corporation. Marasys Merger Corp. shall become the owner, without other transfer, of all other rights and property of Marine Air Systems, Inc. and Marasys Merger Corp. shall become subject to all the liabilities, obligations and penalties of Marine Air Systems, Inc.

3. The Certificate of Incorporation of Marasys Merger Corp. shall be amended to reflect the change of the name of the surviving corporation from Marasys Merger Corp. to Marine Air Systems, Inc. In all other respects, the Certificate of Incorporation shall remain unchanged.

4. THE MANNER AND BASIS OF CONVERTING THE OUTSTANDING SHARES OF THE MERGED CORPORATION SHALL BE AS FOLLOWS:

The total number of shares of Marine Air Systems, Inc. issued to The James W. Taylor Trust shall be converted to 234 shares of Marasys Merger Corp. No cash or other consideration shall be paid or delivered for shares of Marine Air Systems, Inc., and the certificates for such shares shall be surrendered and cancelled.

The total number of shares of Marine Air Systems, Inc. issued to The John E. Taylor Trust shall be converted to 216 shares of Marasys Merger Corp. No cash or other consideration shall be paid or delivered for shares of Marine Air Systems, Inc., and the certificates for such shares shall be surrendered and cancelled.

5. The location of the principal office of the surviving corporation shall be 2000 N. Andrews Ave., Ext., Pompano Beach, Florida 33069.

6. Marasys Merger Corp. irrevocably consents to be sued and served with process in the State of Florida and irrevocably appoints the Secretary of State of the State of Florida as its agent to accept service of process in any proceeding in the State of Florida to enforce against Marasys Merger Corp. any obligation of Marine Air Systems, Inc. or to enforce the rights of any dissenting shareholder of Marine Air Systems, Inc.

7. Marasys Merger Corp. desires to transact business within the State of Florida and shall appoint CT Corporation Systems, Inc. as statutory agent upon whom any process, notice or demand may be served.

IN WITNESS WHEREOF, Marasys Merger Corp. and Marine Air Systems, Inc., pursuant to the approval and authority duly given by resolutions adopted by their respective Shareholders and Boards of Directors have caused this Plan and Agreement of Merger to be executed by an authorized officer of each party thereto.

MARASYS MERGER CORP.

BY: 

Dennis F. Flint
Chief Executive Officer

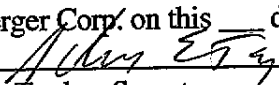
MARINE AIR SYSTEMS, INC.

BY: 

Dennis F. Flint
Chief Executive Officer

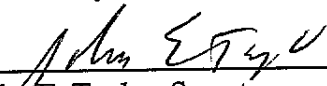
I, John E. Taylor, Secretary of Marasys Merger Corp., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary of the said corporation, that the Plan and Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by an authorized officer of Marasys Merger Corp., a corporation of the State of Delaware, was duly submitted to the stockholders of said Marasys Merger Corp., at a special meeting of said stockholders, for the purpose of considering and taking action upon said Agreement of Merger, that 450 shares of stock of said corporation were on said date issued and outstanding and that the holders of 450 shares voted by ballot in favor of said Plan and Agreement of Merger, and that the two shareholders unanimously approved the Plan and Agreement of Merger was at said meeting duly adopted as the act of the stockholders of said Marasys Merger Corp., and the duly adopted agreement of said corporation. ADOPTED AS OF AUGUST 28, 1998

WITNESS my hand on behalf of said Marasys Merger Corp. on this ____ day of August, 1998.


John E. Taylor, Secretary

I, John E. Taylor, Secretary of Marine Air Systems, Inc., a corporation organized and existing under the laws of the State of Florida, hereby certify, as such Secretary of the said corporation, that the Plan and Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by an authorized officer of Marine Air Systems, Inc., a corporation of the State of Florida, was duly submitted to the stockholders of said Marine Air Systems, Inc., at a special meeting of said stockholders, for the purpose of considering and taking action upon said Agreement of Merger, that the holders of all of the shares then issued and outstanding voted by ballot in favor of said Plan and Agreement of Merger, and that the two shareholders unanimously approved the Plan and Agreement of Merger was at said meeting duly adopted as the act of the stockholders of said Marine Air Systems, Inc., and the duly adopted agreement of said corporation. ADOPTED AS OF AUGUST 28, 1998

WITNESS my hand on behalf of said Marine Air Systems, Inc. on this ____ day of August, 1998.


John E. Taylor, Secretary