

ARTICLES OF MERGER
Merger Sheet

MERGING:

KEYDOME ENGINEERING, INC., a Florida corporation, 645199

INTO

LIFT PLATE INTERNATIONAL, INC., a Florida corporation, 614015

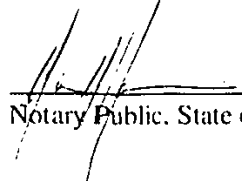
File date: April 8, 1997

Corporate Specialist: Thelma Lewis

FILED
SECRETARY OF STATE
DIVISION OF CONSERVATION
97 APR -8 AM 11:52

[illegible]

THE FOREGOING INSTRUMENT was acknowledged before me this 3rd day of April, 1997 by Peter M. Vanderklaauw as the sole shareholder of LIFT PLATE INTERNATIONAL, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or produced _____ as identification.

 MASON HARRIS 4/3/97
Notary Public, State of Florida

My commission expires:



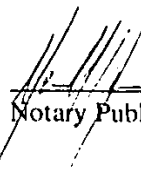
"OFFICIAL SEAL"
Mason M. Harris
My Commission Expires 9/9/2000
Commission #CC 583368

STATE OF FLORIDA)

), S.S.

COUNTY OF DADE)

THE FOREGOING INSTRUMENT was acknowledged before me this 3rd day of April, 1997 by Peter M. Vanderklaauw as the sole director of KEYDOME ENGINEERING, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or produced _____ as identification,

 MASON HARRIS 4/3/97
Notary Public, State of Florida

My commission expires:



"OFFICIAL SEAL"
Mason M. Harris
My Commission Expires 9/9/2000
Commission #CC 583368

PLAN OF MERGER adopted for Keydome Engineering, Inc., a corporation organized under the laws of the State of Florida, by unanimous vote of shareholders on April 3, 1997 and adopted for Lift Plate International, Inc., a corporation organized under the laws of the State of Florida by unanimous vote of shareholders on April 3, 1997. The names of the corporations planning to merge are Keydome Engineering, a Florida corporation and Lift Plate International, Inc., a Florida corporation. The name of the surviving corporation into which Keydome Engineering, Inc., plans to merge is Lift Plate International, Inc.:

1. Keydome Engineering, Inc. and Lift Plate International shall, pursuant to the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit: Lift Plate International, Inc which shall be the surviving corporation at the effective time and date of the merger which is hereinafter referred to as the "surviving corporation," and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Keydome Engineering, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation," shall cease at the effective time and date of the merger in accordance with the laws of the State of Florida.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The officers of the surviving corporation at the effective time and date of the merger shall be the first officers of the surviving corporation, all of whom shall hold their office until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of merger shall, at the effective time of merger, be converted into one (1) share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The merger of the non-surviving corporation with and into the surviving corporation and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation and non-surviving for their approval or rejection in the manner prescribed by the provision of the Florida Business Corporation Act.

7. In the event that the merger of the non-surviving corporation with and into the

surviving corporation shall have been duly authorized by the shareholders of the surviving corporation and the non-surviving corporation in compliance with the Florida Business Corporation Act, and in the event that the Plan of Merger shall be approved by the shareholders of the surviving corporation and the non-surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the law of the State of Florida and they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors of and the proper officers of the non-surviving corporation and the shareholders and the proper officers of the surviving corporation, respectively, are hereby authorized, empowered and directed to do any and all acts which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.