

834118

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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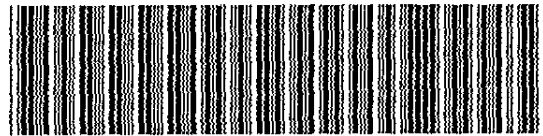
(Business Entity Name)

(Document Number)

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FILE NO. 10190-2291

November 26, 2002

## Via Federal Express

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

**Re: Spraymation Inc., a New Jersey corporation  
(name change to Spraymation Reorganization, Inc.);  
Creation of Spraymation, Inc., a Florida corporation; and  
Merger of Spraymation Reorganization, Inc., a New Jersey corporation  
into Spraymation, Inc.**

Dear Sir/Madam:

I am enclosing the following documents for filing and this letter of explanation:

1. Profit Corporation - Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida (changing the name of Spraymation, Inc. to Spraymation Reorganization, Inc.);
2. Articles of Incorporation and Resident Agent Acceptance for Spraymation, Inc., a Florida corporation; and
3. Agreement of Reorganization and Merger (merging Spraymation Reorganization, Inc., a New Jersey corporation into Spraymation, Inc., a Florida corporation).

As you can see, we are simply changing the name of the foreign corporation, creating a Florida corporation and then merging the foreign corporation into the newly created Florida corporation.

Department of State  
Division of Corporations  
November 26, 2002  
Page Two

Also enclosed is the filing fee of \$201.25 for these transactions which I have calculated as follows:

- (1) Amendment of Name and Certified Copy = \$43.75;
- (2) Articles, Registered Agent Designation and Certified Copy = \$78.75;
- (3) Merger = (\$35 per party) and Certified Copy \$78.75.

Please process these documents upon receipt. If you have any questions concerning this filing, please call Lisa Helzer collect at 954-522-2200.

Sincerely,



William T. Coleman

Enclosures  
c: Richard Griffin (w/enclosures)

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

834118

Document Number of Corporation (If known)

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DIVISION OF CORPORATIONS  
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1. Spraymation, Inc.  
(Name of corporation as it appears on the records of the Department of State)
2. New Jersey 3. April 4, 1975  
(Incorporated under laws of) (Date authorized to do business in Florida)

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? December 4, 2002

5. Spraymation Reorganization, Inc.  
(Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

6. If the amendment changes the period of duration, indicate new period of duration.

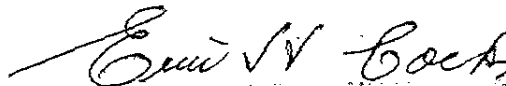
n/a

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

n/a

(New jurisdiction)

  
(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Eric H. Cocks

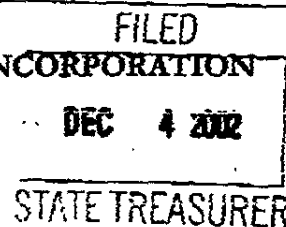
(Typed or printed name)

November 26, 2002  
(Date)

President

(Title)

AMENDMENT TO CERTIFICATE/ARTICLES OF INCORPORATION  
OF SPRAYMATION, INC.



1. The name of the Corporation is Spraymation, Inc. The Corporation is a New Jersey Corporation.

2. Article FIRST of the original Certificate/Articles of Incorporation is deleted and the following new Article FIRST is substituted in lieu thereof:

"FIRST - Name. The name of the corporation is Spraymation Reorganization, Inc."

3. This Amendment was adopted on May 1, 2002 and shall be effective when filed with the State of New Jersey.

4. The Amendment was approved by the shareholders and directors of the corporation by written consent signed by all such shareholders and directors on May 1, 2002 and all of the shareholders and directors voted unanimously to approve this Amendment.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed this Amendment to Certificate/Articles of Incorporation this 1<sup>st</sup> day of May, 2002.

ERIC H. COCKS, President

IN WITNESS WHEREOF, the undersigned Directors and the Sole Shareholder have signed this Amendment to Certificate/Articles of Incorporation on the date set forth below.

May 1, 2002

Date Signed

ERIC H. COCKS, Director, Sole  
Shareholder and President

May 1, 2002

Date Signed

ERIC J. COCKS, Director

May 1, 2002

Date Signed

RICHARD A. GRIFFIN, Director

8426065000

**WRITTEN CONSENT  
OF  
DIRECTORS AND STOCKHOLDER  
OF  
SPRAYMATION, INC.**

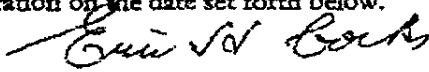
In accordance with Sections 14A:5-6(1) & (2) and 14A:7-7.1(5) of the New Jersey Statutes, the undersigned, being all of the Directors and the sole Stockholder of Spraymation, Inc., a New Jersey corporation ("Corporation"), hereby take and adopt the following actions in writing, in lieu of any meeting of the Directors and Stockholders an any bylaw requirements pertaining to time, manner and place of same, as well all notice requirements thereto which are hereby waived:

Paragraph FIRST of the original Certificate/Articles of Incorporation is deleted and the following new Paragraph FIRST is substituted in lieu thereof:

"FIRST. The name of the corporation is Spraymation Reorganization, Inc."

IN WITNESS WHEREOF, the undersigned Directors and Shareholder have signed this Amendment to Certificate/Articles of Incorporation on the date set forth below.

May 1, 2002  
Date Signed

  
ERIC H. COCKS, Director, Sole Shareholder  
and President

May 1, 2002  
Date Signed

  
ERIC J. COCKS, Director

May 1, 2002  
Date Signed

  
RICHARD A. GRIFFIN, Director