

# F000000002189

LAW OFFICES

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May 3, 2000

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-05/04/00--01092--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Articles of Merger of PCP, Inc. into Trace Analytical, Inc.

Greetings:

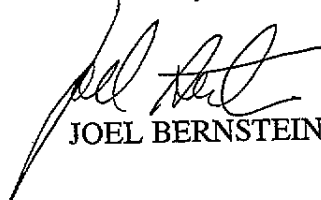
Enclosed please find the Articles of Merger of PCP, Inc. into

TRACE ANALYTICAL, INC.

Also, please find enclosed our check in the amount of \$70 to cover the filing fee.

Please return a copy to us for our files.

Yours very truly,



JOEL BERNSTEIN, ESQ., P.A.

JB:jm  
enc.

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
00 MAY -14 PM 12:25

*merger*

V. SHEPARD MAY 19 2000

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

PCP, INC., a Florida corporation, 492871

into

**TRACE ANALYTICAL, INC.**, a California entity F00000002189

File date: May 5, 2000

Corporate Specialist: Velma Shepard

Plan  
And  
ARTICLES OF MERGER  
OF  
PCP, INC.  
INTO  
TRACE ANALYTICAL, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAY -4 PM 12:25

\* \* \*

Pursuant to Section 1104 of the Florida Business Corporation Act, TRACE ANALYTICAL, INC., a California corporation, which owns all of the issued and outstanding shares of PCP, INC., a Florida corporation, hereby adopts the following Articles of Merger for the purpose of merging PCP, INC. into TRACE ANALYTICAL, INC., the latter of which shall be the surviving corporation.

1. The Plan of Merger is as follows: PCP, INC. shall be merged into TRACE ANALYTICAL, INC., which shall be the surviving corporation. On or about May 1, 2000, the effective date of the merger, the separate existence of PCP, INC. shall cease, its stock shall be canceled, and TRACE ANALYTICAL, INC. shall succeed to all of the properties, rights and other assets and shall be subject to all of the liabilities and obligations of PCP, INC., without further action by either corporation.

2. The Plan of Merger was approved by the Board of Directors of TRACE ANALYTICAL, INC. on April 17, 2000. No vote of the shareholders of TRACE ANALYTICAL, INC. or PCP, INC. was required to approve the merger. No approval of the Board of Directors of PCP, INC. was required to approve the merger.

3. TRACE ANALYTICAL, INC., as the sole shareholder of PCP, INC., hereby waives the mailing requirement.

IN WITNESS WHEREOF, TRACE ANALYTICAL, INC. has caused these Articles of Merger to be duly executed by its duly authorized officers on April 17, 2000.

TRACE ANALYTICAL, INC.

By: 

Bruno Ferrario  
President