



FLORIDA DEPARTMENT OF STATE

Sandra B. Morham

Secretary of State

F95000003200

ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

AIT, INC., a Florida corporation, P94000028154

INTO

RESTOR ACQUISITION CORP., a Delaware corporation, F95000003200

File date: July 11, 1995

Corporate Specialist: Joy Moon-French

F95000003200

Document Number Only

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

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AIT, Inc.

Merged into

Restor Acquisition Corp

RECEIVED 15 245 218
107/12250-11003-00000
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☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☒ Certified Copy

☐ Photo Copies

☐ CUS/ G/S

☐ Call When Ready

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☐ Mail Out

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☐ Will Wait

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Examiner

Updater

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W.P. Verifier

3:00

7/12/95

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7/12

John Merger
C.R.

ARTICLE OF MERGER
OF
AIT, INC.
WITH AND INTO
REATOR ACQUISITION CORP.

FILED
95 JUL 11 PM 4:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, Reator Acquisition Corp., a Delaware corporation (the "Surviving Corporation"), and AIT, Inc., a Florida corporation (the "Merging Corporation"), desiring to effect a merger of the Merging Corporation with and into the Surviving Corporation in compliance with the applicable provisions of the General Corporation Law of the State of Delaware and the Florida Business Corporation Act, and each acting by its President, hereby set forth the following facts:

- A. The Plan of Merger is attached hereto and made a part hereof as Exhibit A.
- B. Pursuant to Section 351(f) of the General Corporation Law of the State of Delaware, the Board of Directors of the Surviving Corporation was not required to submit the Plan of Merger to the sole shareholder of the Surviving Corporation for approval.
- C. The Plan of Merger was adopted by the Board of Directors of the Surviving Corporation on the 10th day of July, 1995.
- D. The Plan of Merger was adopted by the sole shareholder of the Merging Corporation on the 10th day of July, 1995.
- E. The effective date of the Merger shall be the 11th day of July, 1995.

IN WITNESS WHEREOF, the undersigned corporations have caused these Articles of Merger to be signed by a duly authorized officer of each corporation, acting for and on behalf of such corporation, as of this 11th day of July, 1995.

RESTOR ACQUISITION CORP.

By: 

John A. Carr
Its: Vice Chairman and
President

AIT INC.

By: 

James H. Shirkey
Its: President

**PLAN OF MERGER
OF
AIT, INC.
WITH AND INTO
RESTOR ACQUISITION CORP.**

Exhibit A

The undersigned, RESTOR ACQUISITION CORP., a Delaware corporation (the "Surviving Corporation"), desiring to effect a merger of AIT, INC., a Florida corporation (the "Merging Corporation"), with and into the Surviving Corporation in compliance with the applicable provisions of the Florida Business Corporation Act (the "FBCA") and the General Corporation Law of the State of Delaware (the "DGCL"), and acting by its President, hereby sets for the following facts:

**ARTICLE I
NAME**

A. The name of the corporation surviving the merger is Restor Acquisition Corp.

B. The name of the merging corporation is AIT, Inc.

**ARTICLE II
TERMS AND CONDITIONS
OF MERGER**

A. The Merger. At the Effective Time (as hereinafter defined), the Merging Corporation shall merge with and into the Surviving Corporation, the separate corporate existence of the Merging Corporation shall cease, and the Surviving Corporation shall continue its corporate existence under the laws of the State of Delaware (the "Merger"). The Merger shall have the effects set forth in Section 259 of the DGCL and Section 607.1106 of the FBCA.

B. Certificate of Incorporation. The Certificate of Incorporation of the Surviving Corporation shall be the Certificate of Incorporation of the Surviving Corporation until thereafter duly amended in accordance with its terms and the DGCL.

C. Bylaws. The Bylaws of the Surviving Corporation shall be the Bylaws of the Surviving Corporation until thereafter duly amended in accordance with their terms and the DGCL.

D. Directors. The directors of the Surviving Corporation shall consist of the directors of the Surviving Corporation, such directors to hold office from the Effective Time until their respective successors are duly elected and qualified.

E. Officers. The officers of the Surviving Corporation shall consist of the officers of the Surviving Corporation

immediately prior to the Effective Time, such officers to hold office from the Effective Time until their respective successors are duly elected and qualified.

F. Effective Time. The Surviving Corporation and the Merging Corporation shall cause a Certificate of Merger meeting the requirements of the DGCL (the "Certificate of Merger") and Articles of Merger meeting the requirements of the FBCA (the "Articles of Merger") to be properly executed and filed with the Secretaries of State of the States of Delaware and Florida, respectively. The Merger shall become effective as of the later of the filing of a properly executed Certificate of Merger or Articles of Merger. The date and time when the Merger becomes effective is herein referred to as the effective time (the "Effective Time").

ARTICLE III CONVERSION OF SHARES

A. AIT Stock. As of the Effective Time, by virtue of the Merger and without any action on the part of any holder thereof: all of the shares of the common stock, \$5.00 par value, of the Merging Corporation ("AIT Stock") issued and outstanding immediately prior to the Effective Time shall be converted into the right to receive from Restor Industries, Inc. ("Restor") (i) an aggregate of 1,323,278 shares (the "Restor Shares") of Restor common stock, \$.01 par value per share, of which 685,970 Restor Shares shall be issued to the sole shareholder of the Merging Corporation (the "Shareholder") and of which 637,308 Restor Shares will be deposited and held in escrow, plus (ii) an amount not to exceed Two Million Three Hundred Thirty Thousand Dollars (\$2,330,000) payable pursuant to the terms of that certain Merger Agreement between and among the Surviving Corporation, the Shareholder, the Merging Corporation and Restor, dated as of July 10, 1995 (the "Merger Agreement"), plus (iii) an amount not to exceed Three Million One Hundred Thousand Dollars (\$3,100,000), payable pursuant to the terms of the Merger Agreement. Each share of the AIT Stock issued and outstanding immediately prior to the Effective Time that is then held in the treasury of AIT shall be cancelled and retired and all rights in respect thereof shall cease to exist, without any conversion thereof or payment of any consideration therefor. Each warrant, stock option or other right, if any, to purchase shares of AIT Stock issued and outstanding immediately prior to the Effective Time shall be cancelled (whether or not such warrant, option or other right is then exercisable).

B. Surviving Corporation. Each share of common stock, par value \$.01 per share, of the Surviving Corporation that is issued and outstanding immediately prior to the Effective Time shall remain outstanding and shall be unchanged after the Merger, all of which shares shall be issued to Restor and shall thereafter

constitute the only outstanding shares of capital stock of the
Surviving Corporation.

Dated: July ___, 1995

RECTOR ACQUISITION, CORP.

By: 

John A. Carr

Vice President

F95000003200

Document Number Only

RECEIVED
95 JUL 3 PM 12:15
DIVISION OF REGISTRATION

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone
904-222-1092

CORPORATION(S) NAME

300001529103
-07/03/95-01/31/98
*****70.00 *****70.00

Restor Acquisition Corp.

- | | | |
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| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name |
| | | <input type="checkbox"/> CUS / G/S |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

3:00
7/3/95

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. Rector Acquisition Corp.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or
abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person
or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. Applied For

(FEI number, if applicable)

4. June 28, 1995

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.156, F.S.))

7. 4501 Vineland Road, Orlando, Florida 32811

(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized.

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of
Florida)

9. Name and street address of Florida registered agent:

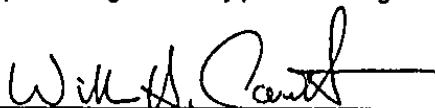
Name: William H. Cauthen

Office Address: Cauthen & Feldman, P.A., 215 North Joanna Ave.

Tavara, Florida, 32778
(Zip Code)

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place
designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I
further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties,
and I am familiar with and accept the obligation of my position as registered agent.



(Registered agent's signature) (Officer)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Steven A. Odom
Address: 4501 Vineland Road
Orlando, Florida 32811

Vice Chairman: John A. Carr
Address: 4501 Vineland Road
Orlando, Florida 32811

Director: Mark A. Gergel
Address: 4501 Vineland Road
Orlando, Florida 32811

Director: _____
Address: _____

B. OFFICERS

President: Vacant
Address: 4501 Vineland Road
Orlando, Florida 32811

Vice President: Mark A. Gergel
Address: 4501 Vineland Road
Orlando, Florida 32811

Secretary: Martin D. Kidder
Address: 4501 Vineland Road
Orlando, Florida 32811

Treasurer: Mark A. Gergel

Address: 4501 Vineland Road

Orlando, Florida 32811

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. MAGergel
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Mark A. Gergel, Vice President and Treasurer
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREDY CERTIFY "RESTOR ACQUISITION CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF JUNE, A.D. 1995.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUNE -3 PM 12:52



2520675 8300

950147251

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

7559943

AUTHENTICATION:

06-29-95

DATE:

Document Number Only

F95000003200

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone
904-222-1092

CORPORATION(S) NAME

400001590344
-09/21/95 -01012--075
*****35.00 *****35.00

Name
Change
Restor Acquisition Corp (Amend)
to
Restor - AIT, Inc.

- | | | |
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| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of N.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> CUG/ G/S |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name	ADH
Availability	9/21/95
Document Examiner	ADH
Updater	ADH
Verifier	ADH
Acknowledgment	ADH
W.P. Verifier	ADH

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FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

September 21, 1995

OT Corporation System
660 East Jefferson St.
Tallahassee, FL 32301

SUBJECT: RESTOR ACQUISITION CORP.
Ref. Number: F95000003200

We have received your document for RESTOR ACQUISITION CORP. and your check(s) totalling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please include an original certified copy showing the name change in the home state. We can't accept a photocopy.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 795A00043390

*Original Certificate
included*

*Walk-In
Pick-up
9/22/95
3:00*

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SEP 22 PM 1:10
FBI

* Please give filing date
of Sept 21, 1995

APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA

FILED
95 SEP 21 PM 3:54
SECRET
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. Restor Acquisition Corp.
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: July 3, 1995

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?

September 20, 1995

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated", or appropriate abbreviation, if not contained in new name of the corporation:

Restor-AIT, Inc.

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

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

MAGUENEL VP & TREASURER

Signature
Name and Title

9-19-95

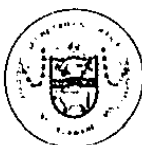
Date

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "RESTOR ACQUISITION CORP.", CHANGING ITS NAME FROM "RESTOR ACQUISITION CORP." TO "RESTOR-AIT, INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF SEPTEMBER, A.D. 1995, AT 11 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS FOR RECORDING.





Edward J. Freel, Secretary of State

2520675 8100

950213968

AUTHENTICATION

DATE

7647352

09-21-95

CERTIFICATE OF AMENDMENT OF THE
CERTIFICATE OF INCORPORATION
OF
RESTOR ACQUISITION CORP.

Restor Acquisition Corp., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation").

DOES HEREBY CERTIFY:

FIRST: That by written consent of the Board of Directors of the Corporation, pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, resolutions were duly adopted setting forth a proposed amendment to the Certificate of Incorporation of the Corporation and calling a meeting of the sole stockholder of the Corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

"BE IT RESOLVED, that the Certificate of Incorporation of the Corporation be amended by amending Article One to read in its entirety as follows: 'The name of the Corporation is Restor-AIT, Inc.'"

SECOND: That thereafter, by written consent in lieu of a special meeting of the sole stockholder of the Corporation pursuant to Section 228 of the General Corporation Law of the State of Delaware, the sole stockholder adopted a resolution approving the amendment to the Certificate of Incorporation.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed this 19th day of September, 1995.


Steven A. Ozon, Chairman

ATTEST:


Martin D. Kidder
Secretary