

F96000002424

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: G & T Space Systems, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Leonard Buunk
(Name of Person)

G & T Industries, Inc.
(Firm/Company)

3413 Eastern, S.E.
(Address)

Grand Rapids, Michigan 49510
(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 13 AM 9:30
mtm

700001822047
-05/15/96--01041--008
*****70.00 *****70.00

Should you need to call someone concerning this matter, please call:

Leonard Buunk at (616) 452-8611
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

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

1. G & T Space Systems, Inc.
(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. Michigan 3. 38-3217888
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. January 7, 1995 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Not transacted any business yet
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 3413 Eastern, S.E., Grand Rapids, Michigan 49518
(Current mailing address)
8. To engage in any activity within the purposes for which the Corporation may be organized under the Business Corporation Act of Michigan.
(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: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: C T CORPORATION SYSTEM

Office Address: c/o C T CORPORATION SYSTEM, 1200. South. Pine. Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent's 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 obligations of my position as registered agent.

Claudia L. Raar
(Registered agent's signature)

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: (Street address **ONLY**- P. O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P. O. Box **NOT** acceptable)

Chairman: Robert H. Wood

Address: 110 Sunnybrook, S.E.
Grand Rapids, MI 49506

Vice Chairman: _____

Address: _____

Director: Charles T. Kaiser

Address: 2757 Barfield Drive, S.E.
Grand Rapids, MI 49506

Director: Leonard Buunk

Address: 2278 Vantage Court
Caledonia, MI 49316

B. OFFICERS (Street address only- P. O. Box **NOT** acceptable)

President: Charles T. Kaiser

Address: 2757 Barfield Drive, S.E.
Grand Rapids, MI 49506

Vice President: _____

Address: _____

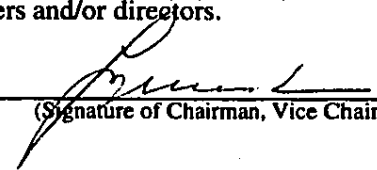
Secretary: Leonard Buunk

Address: 2278 Vantage Court
Caledonia, MI 49316

Treasurer: Leonard Buunk

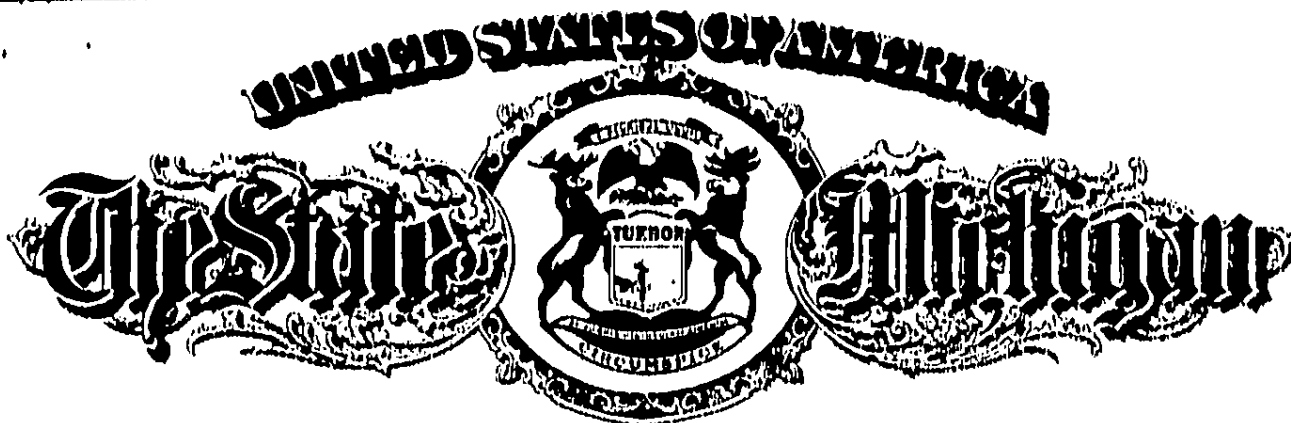
Address: See Above

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

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

14. Leonard Buunk
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAY 13 AM 9:30



Michigan Department of Commerce

Lansing, Michigan

This is to Certify That

G & T SPACE SYSTEMS, INC.

was validly incorporated on January 10, 1995, as a Michigan profit corporation,
and said corporation is validly in existence under the laws of this State.

This certificate is issued to attest to the fact that the corporation is in good standing
in this office as of this date and is duly authorized to transact business or conduct
affairs in Michigan and for no other purpose. It is in the usual form, made by me
as the proper officer, and is entitled to have full faith and credit given it in every
court and office within the United States.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 13 AM 9:30

In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this 23rd day
of April, 1996.

Carl L. Lysen, Director
Corporation & Securities Bureau

175 SEAL APPEARS ONLY ON ORIGINAL

F96000002424

Hecht & Lentz

Attorneys at Law

333 Bridge St., N.W., Suite 330
Grand Rapids, Michigan 49504
616-776-7200
Fax 616-776-7203

July 1, 1996

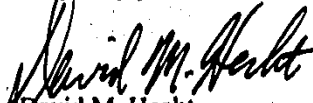
Division of Corporations
State of Florida
P.O. Box 6327
Tallahassee, Florida 32314

200001885252
-07/05/96--01064--002
*****70.00 *****70.00

Dear Sir/Madam:

Please find enclosed for filing Articles of Merger of Robert Wood Enterprises, Inc., a Florida corporation into G&T Space Systems, Inc., a Michigan corporation. You will also find enclosed a check in the amount of \$70.00 for the filing fee for this document. Please file in your usual manner. Could you please send the filed document in the envelope enclosed for your convenience. If you have any questions, please do not hesitate to call.

Very truly yours,


David M. Hecht

DMH/jlf
Enclosures

FILED
96 JUL -5 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
SH 7/1
Merge

**ARTICLES OF MERGER
Merger Sheet**

.....
MERGING:

ROBERT WOOD ENTERPRISES, INC., a Florida corporation, P94000033135

into

G & T SPACE SYSTEMS, INC., a Michigan corporation F96000002424

File date: July 5, 1996

Corporate Specialist: Steven Harris

ARTICLES OF MERGER
OF
ROBERT WOOD ENTERPRISES, INC.
a Florida corporation
into
G&T SPACE SYSTEMS, INC.,
a Michigan corporation

FILED
95 JUL -5 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act, hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized, are as follows:

Name of Corporation

State of Incorporation

Robert Wood Enterprises, Inc.
G&T Space Systems, Inc.

Florida
Michigan

SECOND: The laws of Michigan, under which foreign corporation is organized, permit such merger and such foreign corporation is complying with those laws effecting the merger.

THIRD: The foreign corporation complies with Section 607.1105 F.S. (as set forth below) as the surviving corporation.

FOURTH: The plan of merger is as follows:

Robert Wood Enterprises, Inc. a Florida corporation is merging into G&T Space Systems, Inc., a Michigan corporation with G&T Space Systems, Inc. being the surviving corporation. The terms of the proposed merger are as follows: (a) each share of common stock of G&T Space Systems, Inc. issued and outstanding prior to the merger shall continue to represent one share of common stock in the surviving corporation, and (b) each share of common stock of Robert H. Wood Enterprises, Inc. issued and outstanding prior to the merger shall, as a result of the merger, be converted into one share of common stock of G&T Space Systems, Inc.

FIFTH: The effective date of the certificate of merger shall be the date on which Articles of Merger shall be filed pursuant to the Florida Business Corporation Act and the Michigan Business Corporation Act.

SIXTH: The plan of merger was adopted by the Board of Directors of Robert Wood Enterprises, Inc. by unanimous written consent on the 21st day of June, 1996 and was approved by the shareholders of Robert H. Wood Enterprises on June 21, 1996 by unanimous written consent and was adopted by the Board of Directors of G&T Space Systems, Inc. on the 21st day of June, 1996 by unanimous written consent and was approved by the shareholders of G&T Space Systems, Inc. on June 21, 1996 by unanimous written consent.

Signed this 21st day of June, 1996.

G&T SPACE SYSTEMS, INC.

By: [Signature]

Its: [Signature]

ROBERT WOOD ENTERPRISES, INC.

By: [Signature]

Robert H. Wood, President

**AGREEMENT AND PLAN OF MERGER
OF
ROBERT WOOD ENTERPRISES, INC., a Florida corporation
(the Merged corporation)
AND
G&T SPACE SYSTEMS, INC. a Michigan corporation
(the Surviving corporation)**

THIS AGREEMENT AND PLAN OF MERGER (hereinafter sometimes referred to as the "Agreement"), made and entered into as of the 27 day of June, 1996, between G&T SPACE SYSTEMS, INC., a Michigan corporation (hereinafter sometimes referred to as "G&T" or the "Surviving Corporation") and ROBERT WOOD ENTERPRISES, INC., a Florida corporation (hereinafter sometimes referred to as "RHW"), which corporations are hereinafter sometimes referred to collectively as the "Constituent Corporations."

WITNESSETH:

WHEREAS, G&T has 60,000 shares of common stock, \$100.00 par value, authorized of which 100 shares are issued and outstanding; and

WHEREAS, RHW has 100 shares of common stock, \$1.00 par value, authorized of which 100 shares are issued and outstanding; and

WHEREAS, G&T and RHW desire to merge pursuant to applicable law and in accordance with the terms and conditions hereinafter set forth; and

WHEREAS, the Board of Directors of G&T deems it advisable that RHW be merged into it and said Board of Directors has by resolution duly approved this Agreement and the same has been submitted to and approved by G&T.

NOW, THEREFORE, the parties hereby agree that RHW be merged into G&T as the Surviving Corporation, pursuant to the corporation laws of Florida and Michigan, subject to the following terms and conditions.

**ARTICLE I
Corporate Existence: Articles of Incorporation
and Bylaws of Surviving Corporation**

1.1. On the Effective Date, as hereinafter defined, RHW shall merge with and into G&T and G&T shall continue to exist by virtue of the laws of the State of Michigan.

1.2. From and after the Effective Date, and until further amended as provided by law, the Articles of Incorporation of G&T Space Systems, Inc. shall constitute the Articles of Incorporation of the Surviving Corporation.

1.3. The Bylaws of G&T shall be unaffected by the merger and shall be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed as provided therein and in the Articles of Incorporation of the Surviving Corporation or as otherwise provided by law.

ARTICLE II

Effect of Merger on Shares of the Constituent Corporation

2.1. The effect of the merger on the shares of the Constituent Corporations shall be as follows:

(a) On the Effective Date, each issued and outstanding share of common stock, \$1.00 par value, of RHW shall thereupon, and without the surrender of stock certificates or any other action, be converted into one fully paid and non-assessable share of common stock, \$100 par value, of the Surviving Corporation.

(b) On the Effective Date, the shares of common stock of RHW then issued and outstanding shall be extinguished and cease to exist and no shares or other property shall be issued in lieu thereof or in exchange therefor.

2.2. After the Effective Date, each holder of an outstanding certificate or certificates evidencing shares of common stock of RHW may, but shall not be required to, surrender such certificate or certificates to the Surviving Corporation or its agent and, upon such surrender, to receive in exchange therefor a certificate or certificates evidencing the number of shares of common stock of the Surviving Corporation represented by the surrendered certificate or certificates. Until so surrendered, each outstanding certificate which, prior to the Effective Date, evidenced shares of common stock of RHW shall be deemed, for all corporate purposes, to evidence the ownership of the number of the shares of common stock of the Surviving Corporation into which the shares of the common stock represented by such certificate shall have been converted as aforesaid.

ARTICLE III

Execution, Recording and Filing of Agreement; Effective Date of Merger

Upon the approval of this Agreement by the stockholders of G&T, a Certificate and Articles of Merger shall be executed by the respective officers of the Constituent Corporations and filed and recorded as required by the laws of the States of Florida and Michigan as soon as practicable. The merger shall become effective on the date on which all filings and recordings with respect to said merger have been completed.

ARTICLE IV
Directors and Officers

4.1. The directors of RHW on the Effective Date shall be and constitute the directors of the Surviving Corporation and, subject to removal in the manner provided in the Bylaws and the Articles of Incorporation of the Surviving Corporation, such directors shall hold office for the same terms for which they were elected as directors of RHW.

4.2. The officers of G&T in office on the Effective Date shall be and constitute the officers of the Surviving Corporation and, subject to removal in the manner provided in the Bylaws and the Articles of Incorporation of the Surviving Corporation, they shall hold office until their respective successors are duly elected and qualified.

ARTICLE V
Abandonment of Merger

Anything herein to the contrary notwithstanding, the merger contemplated hereby may be terminated and abandoned at any time prior to the Effective Date by the Board of Directors of either of the Constituent Corporations.

ARTICLE VI
Service

The Surviving Corporation agrees that it may be served with process in the State of Michigan in any proceeding for enforcement of any obligation of RHW, as well as for enforcement of any obligation of the Surviving Corporation arising from the merger provided for in this Agreement.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement on the day, month and year first above written.

G&T SPACE SYSTEMS, INC.

By: 

Its: Sec'y

ROBERT WOOD ENTERPRISES, INC.

By: 

Robert H. Wood, President