



THE UNITED STATES  
CORPORATION  
COMPANY

F98000001/99

FILED  
98 MAR -2 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 725203 7110990

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Piguet

ORDER DATE : March 2, 1998

ORDER TIME : 2:31 PM

ORDER NO. : 725203-010

800002444688--4

CUSTOMER NO: 7110990

CUSTOMER: Linda Robison, Esq  
Linda R. Robison, Esq.  
Suite 510  
134 North Lasalle Street  
Chicago, IL 60602

Merger

ARTICLES OF MERGER

ROBOTIC WORKSPACE TECHNOLOGIES  
INC.

\*File Second\*

AMERICAN ROBOT TECHNOLOGIES,  
INC.

Name	3/2/98
Available	INTO
Document	18512
Update	18512
Update	18512
Acknowledgment	18512
Verify	18512

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CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
98 MAR -2 PM 3:26  
DIVISION OF CORPORATION

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

ROBOTIC WORKSPACE TECHNOLOGIES, INC., a Florida corp.  
P94000067119

into

AMERICAN ROBOT TECHNOLOGIES, INC., a Maryland corporation  
F98000001199

File date: March 2, 1998

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER

MERGING

**Robotic Workspace Technologies, Inc.**  
(a corporation of the State of Florida)  
INTO  
**American Robot Technologies, Inc.**  
(a corporation of the State of Maryland)

FILED  
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TALLAHASSEE, FLORIDA

**FIRST:** **American Robot Technologies, Inc.** a corporation organized and existing under the laws of the State of Maryland, (hereinafter referred to as the subsidiary corporation), and **Robotic Workspace Technologies, Inc.**, a corporation organized and existing under the laws of the State of Florida, (hereinafter referred to as the parent corporation), agree that said parent corporation shall be merged into said subsidiary corporation with the subsidiary corporation as the survivor. The terms and conditions of the merger and the mode of carrying the same into effect are as herein set forth in these Articles of Merger.

**SECOND:** **American Robot Technologies, Inc.**, a corporation organized and existing under the laws of the State of Maryland, shall survive the merger and shall continue under the **American Robot Technologies, Inc.**

**THIRD:** The parties to the articles of merger are **American Robot Technologies, Inc.** a corporation organized and existing under the laws of the State of Maryland, and **Robotic Workspace Technologies, Inc.**, a corporation incorporated on the 9th day September 1994, under the Florida Business Corporation Act, which corporation is not qualified to do business in the State of Maryland.

**FOURTH:** No amendment is made to the charter of the surviving corporation as part of the merger.

**FIFTH:** **American Robot Technologies, Inc.**, the subsidiary corporation, has authority to issue fifty million shares of common stock, \$.01 par value and ten million shares of preferred stock, \$.01 par value. The number of issued and outstanding shares owned by the parent corporation is one share of common stock. No shares of preferred stock have been issued.

**SIXTH:** **Robotic Workspace Technologies, Inc.**, the parent corporation has authority to issue five million shares of common stock, no par value of which 1,178,647 shares of common stock are issued and outstanding.

**SEVENTH:** Each share of the parent corporation common stock shall be exchanged for one share of the subsidiary corporation's common stock and the share of the parent corporation's. Upon the effective date of the articles of merger, the shares of stock of the parent corporation shall be surrendered for cancellation to the subsidiary corporation surviving the merger and the share of

subsidiary common stock owned by the parent corporation immediately prior to the merger shall be surrendered to the subsidiary corporation to be held as an authorized share available for reissuance.


EIGHTH: The principal office of said subsidiary corporation, organized under the laws of the State of Maryland, is located in the County of Baltimore City, State of Maryland. Neither parent corporation nor subsidiary corporation owns property the title to which could be affected by the recording of an instrument among the Land Records.

NINTH: The merger was duly approved by resolution adopted by the Florida parent corporation, as the sole shareholder of the Maryland subsidiary corporation and by a majority vote of the entire board of directors of the Maryland subsidiary corporation on February 24, 1998.

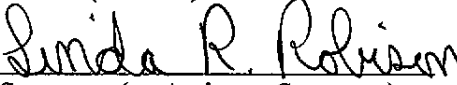
TENTH: The merger to be effected by these articles of merger was duly advised and authorized by the entire board of directors of the Florida parent corporation and approved by unanimous consent of the stockholders of the Florida parent corporation as required by laws of the State of Florida, and by charter of the said corporation.

ELEVENTH: These articles of merger shall become effective on filing date.

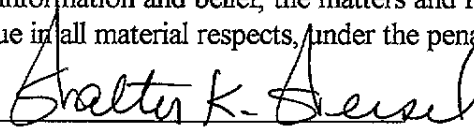
IN WITNESS WHEREOF, American Robot Technologies, Inc. and Robotic Workspace Technologies, Inc. the corporations parties to the merger, have caused these articles of merger to be signed in their respective corporate names and on their behalf by their respective presidents and witnessed or attested by their respective secretaries (or assistant secretaries) all as of the 28<sup>th</sup> day of February, 1998.

  
By: Walter K. Weisel  
President of each of the above  
named corporations

Attest: (Witness)

  
Secretary (or Assistant Secretary)

THE UNDERSIGNED, President of American Robot Technologies, Inc. and Robotic Workspace Technologies, Inc. who executed on behalf of each corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of each corporation, the foregoing Articles of Merger to be the corporate act of each such corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

  
Walter K. Weisel