PHONE (316) 686-7314 ATTORNEY AT LAW

TALLGRASS EXECUTIVE PARK
8100 E. 22ND ST. NORTH, BLDG. 1900
WICHITA, KS 67226-2319

FAX (316) 683-6638

April 30, 1998

### FEDERAL EXPRESS

Secretary of State of Florida Division of Corporations Amendment Section 409 E. Gaines Street Tallahassee, Florida 32399 900002508419—6 -05/01/98--01118—001 \*\*\*\*122.50 \*\*\*\*122.50

Dear Sir or Madam:

Please file the enclosed Articles of Merger between Quantum Magnetics, Inc. and Acquire Quantum, Inc. We have enclosed the document in duplicate along with a check in the amount of \$122.50 for filing fee (\$70.00 fee plus \$52.50 for stamped copy returned).

Please return copy to Joseph P. Flynn, 8100 E. 22nd St North, Building 1900, Wichita, Kansas 67226.

Very truly yours,

JOSEPH P. FLYNN

JPF:ml

**Enclosures** 

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# ARTICLES OF MERGER Merger Sheet

MERGING:

QUANTUM MAGNETICS, INC., a Florida corporationm, document number P9700004413

INTO

ACQUIRE QUANTUM, INC. which changed its name to QUANTUM MAGNETICS, INC., a Kansas corporation, F98000002443

File date: May 1, 1998

Corporate Specialist: Karen Gibson

## ARTICLES OF MERGER

These Articles of Merger are made and entered this 30th May of April, 1998 by and between Quantum Magnetics, Inc., a Fictical corporation and Acquire Quantum, Inc., a Kansas corporation.

In accordance with the provisions of Section 607.1105(1) as amended of the Florida Business Corporation Act, the undersigned hereby certify as follows:

- (1) By unanimous resolution of its Shareholders and Boards of Directors, Quantum Magnetics, Inc., a Florida corporation has approved the merger into Acquire Quantum, Inc., a Kansas corporation all such resolutions having been adopted on April 6, 1998 with the effective time of such merger to be upon filing of these articles or April 30, 1998 whichever is later.
- (2) The surviving corporation will be Acquire Quantum, Inc. but upon the effective date hereof it will change its name to Quantum Magnetics, Inc..
- (3) The articles of incorporation and bylaws of Acquire Quantum, Inc. will not be changed by the merger.
- (4) The executed agreement of merger is on file at the office of Stromgren Supports, Inc. at Building 1900, 8100 E. 22nd St. North, Wichita, Sedgwick County, Kansas 67226. Plan of Merger is attached.
- (5) A copy of such merger will be supplied to any stockholder of either corporation free of charge upon request.
- (6) Acquire Quantum, Inc. is qualified to do business in the state of Florida and is in compliance with section 607.1107 of the Florida Business Corporation Act.

<del>-</del>	
ACQUIRE QUANTUM, INC.	QUANTUM MAGNETICS, INC.
a Kansas corporation	a Floriday corporation
Ву:	By: Full LINE
Joseph/P/Flynn, President	President
	made trul
Joseph/Plynn, Secretary	Secretary
	, J Booreans

### ACKNOWLEDGEMENTS

STATE OF	KANSAS	)
SEDGWICK	COIMT	) ss

BE IT REMEMBERED that on this  $\frac{30\,\mathrm{th}}{}$  day of April, 1998, before me, a Notary Public within and for the County and State aforesaid,

personally appeared Joseph P. Flynn, President and Secretary of Acquire Quantum, Inc., a Kansas corporation, who is personally known to me and known to me to be the identical person who subscribed the name of the maker thereof to the within and foregoing document as their President and Secretary thereof, and said person acknowledged to me his execution thereof as and for his free and voluntary act and deed of said corporation, for the uses and purposes therein set forth, and said person did swear to me that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Wichita, Kansas, on the day, month and year last above written.

Notary Public

MARION C. LEWIS
NOTARY PUBLIC
STATE OF KANSAS
My Appl. Exp. 2/17/98

My Commission Expires:

STATE OF KANSAS

ss.

SEDGWICK COUNTY

BE IT REMEMBERED that on this 30th day of April, 1998, before me, a Notary Public within and for the County and State aforesaid, personally appeared Richard R. Pratt, III, President of Quantum Magnetics, a Florida corporation, and Bradley Ball, Secretary thereof, who are personally known to me and known to me to be the identical persons who subscribed the names of the maker thereof to the within and foregoing document as their President and Secretary thereof, and said persons acknowledged to me their execution thereof as and for their free and voluntary act and deed of said corporation, for the uses and purposes therein set forth, and said persons did swear to me that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Wichita, Kansas, on the day, month and year last above written.

My Commission Expires:

MARION C. LEWIS
NOTARY PUBLIC
STATE OF KANSAS
My Appl Exp. 2/17/9

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## PLAN OF MERGER

## BETWEEN

## ACQUIRE QUANTUM INC.

(a Kansas corporation)

### AND

## QUANTUM MAGNETICS, INC.

(a Florida corporation)

Plan of Merger dated as of April <u>b</u>, 1998 between ACQUIRE QUANTUM, INC. ("Acquire"), a Kansas corporation and QUANTUM MAGNETICS, INC. ("Quantum"), a Florida corporation.

- 1. In accordance with the provisions of this Plan, the Kansas General Corporation Code and the Florida Business Corporation Act, at the Effective Time, Quantum shall be merged with and into Acquire (the "Merger"), the separate and corporate existence of Quantum shall cease, and Acquire shall continue its corporate existence under the laws of Kansas under its present name (the "Surviving Corporation"). (Acquire and Quantum are collectively referred to as the "Constituent Corporations").
- 2. The Merger shall become effective on the day that both a Certificate of Merger has been filed by the Secretary of State of Kansas and the Articles of Merger have been filed by the Secretary of State of Florida (the "Effective Time").
- 3. The Surviving Corporation shall possess and retain every interest in all assets and property of every description, wherever located of each of the Constituent Corporations. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to or any interest in any real estate vested in either of the Constituent Corporations

shall not revert or in any way be impaired by reason of the Merger. All obligations belonging to or due to each of the Constituent Corporations, shall be vested in the Surviving Corporation without further act or deed. The Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Time.

- 4. At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise:
- (a) Each issued and outstanding share of the capital stock of Quantum shall be automatically converted into and become 1,599.75 shares of fully paid and non-assessable shares of Stromgren Supports, Inc.
- (b) Each issued and outstanding share of capital stock of Acquire and Stromgren Supports, Inc. shall remain issued and outstanding.
- 5. The articles of incorporation of Acquire in effect immediately prior to the Effective Time, shall remain in effect and be the articles of incorporation of the Surviving Corporation.

Attested By:

SOME

ACQUIRE QUANTUM, INC., a

Kansas corporation

By:

Joseph P. Flynn, President

Attested By:

QUANTUM MAGNETICS, INC., a Florida corporation

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pard P Pratt/III President