

F99000001841

Document Number Only

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CORPORATION(S) NAME

Americraft Co., Inc. (FL)
Merging into: EMED Co. Inc. (NY)

99 APR 26 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| (3) | | |
| <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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

AMERICRAFT CO., INC., a Florida corporation, P93000051353

INTO

EMED CO. INC., a New York corporation, F99000001841

File date: April 26, 1999

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>EMED CO. INC.</u>	<u>New York</u>

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Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>EMED CO. INC.</u>	<u>New York</u>
<u>Americraft Co., Inc.</u>	<u>Florida</u>
_____	_____
_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 04/9/99

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 04/9/99

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

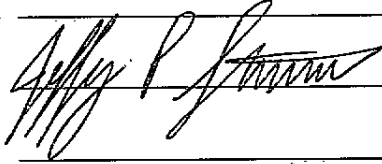
Name of Corporation Signature Typed or Printed Name of Individual & Title

EMED CO. INC.



Paul C. Steinwachs, President

AMERICRAFT CO., INC.



Jeffrey P. Steinwachs, Vice President

PLAN OF MERGER
(Non Subsidiaries)

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit: None

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: see Plan of Merger attached hereto

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>EMED CO. INC.</u>	<u>New York</u>

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>AMERICRAFT CO., INC.</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

Third: The terms and conditions of the merger are as follows: See Agreement and Plan of Merger attached hereto and made a part hereof

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows: See Agreement and Plan of Merger attached hereto and made a part hereof.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation is:

<u>Name</u>	<u>Jurisdiction</u>
_____	_____

The name and jurisdiction of each **subsidiary** corporation is

<u>Name</u>	<u>Jurisdiction</u>
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property is as follows:

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation; a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

PLAN OF MERGER

This Plan of Merger is made as of this 9th day of April, 1999 by and among EMED Co. Inc., a New York corporation, and Americraft Co., Inc., a Florida corporation.

IT IS AGREED:

1. The names of the constituent corporations to be merged (collectively the "Constituent Corporations" and individually a "Constituent Corporation") are EMED Co. Inc. and Americraft Co., Inc. The name of the surviving corporation is EMED Co. Inc.

2. The designation and number of outstanding shares of each class and series of each of the Constituent Corporations, the classes and series entitled to vote, are:

<u>Name of Constituent Corporation</u>	<u>Designation and Number of Outstanding Shares in Each Class</u>
EMED Co. Inc.	First Preferred - 0 Voting Common - 100 Non-Voting Common - 4,900
Americraft Co., Inc.	Common - 100

3. a. The Certificate of Incorporation of EMED Co. Inc. was filed with the Department of State of the State of New York on February 3, 1967.

b. The Certificate of Incorporation of Americraft Co., Inc. was filed by the Department of State of the State of Florida on July 22, 1993 under the name KJM Palmetto Sign Corp.

4. The effective date of the merger (the "Effective Date") shall be the date of the filing of the Certificate of Merger with the New York Secretary of State's Office.

5. On the Effective Date Americraft Co., Inc. shall be merged into EMED Co. Inc. in accordance with the laws of New York and Florida and the separate existence of Americraft Co., Inc. shall cease. EMED Co. Inc., the surviving corporation, shall thereupon and thereafter possess all the rights, privileges, immunities, powers and purposes of Americraft Co., Inc.; and all property, real and personal, including subscriptions to shares, causes of action and every other asset of Americraft Co., Inc. shall vest in EMED Co. Inc., the surviving corporation, without further act or deed. On the Effective Date, EMED Co. Inc., the surviving corporation, shall assume and be liable for all the liabilities, obligations and penalties, if any, of Americraft Co., Inc.; and no liability or obligation due or to become due, claim or demand for any cause existing against Americraft Co., Inc., shall be released or impaired by this merger; and no action or proceeding, whether civil or criminal, then pending by or against Americraft Co., Inc., or any shareholder, officer or director thereof, shall abate or be discontinued by this merger, but may be enforced, prosecuted, settled or compromised as if this merger had not occurred, or the surviving corporation may be substituted in such action or special proceeding in place of Americraft Co., Inc.

6. On the Effective Date each of the issued and outstanding shares of Americraft Co., Inc. shall be automatically converted into the right to receive 0.87 shares of Non-Voting common stock of EMED Co. Inc., the surviving corporation, upon the surrender of certificates formerly representing shares of Americraft Co., Inc.

7. The Certificate of Incorporation and By-Laws of EMED Co. Inc., as in effect on the Effective Date shall be the Certificate of Incorporation and By-Laws of EMED Co. Inc., the surviving corporation, from and after the effective date, until altered, amended or repealed.

8. All directors and officers of EMED Co. Inc. on the Effective Date shall be and continue to be the directors and officers of EMED Co. Inc., the surviving corporation.

9. It is agreed that, upon and after the issuance of the Articles of Merger by the Secretary of State of the State of Florida:

a. The Secretary of State of the State of Florida is hereby irrevocably appointed as the agent of EMED Co. Inc., the surviving corporation, to accept service of process in any such proceeding; the address to which the service of any such proceeding shall be mailed is c/o Phillips, Lytle, Hitchcock, Blaine & Huber LLP, 3400 HSBC Center, Buffalo, New York 14203.

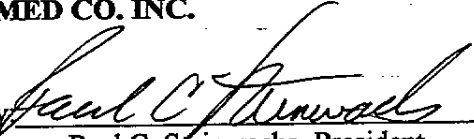
b. EMED Co. Inc., the surviving corporation, will promptly pay to the dissenting shareholders of Americraft Co., Inc. the amount, if any, to which they shall be entitled under the provisions of the Florida Business Corporation Law with respect to the rights of dissenting shareholders.

10. From time to time from and after the Effective Date, the officers of the surviving corporation may, in the name of Americraft Co., Inc., execute and deliver all proper deeds, assignments, and other instruments and take or cause to be taken any other action that the surviving corporation may

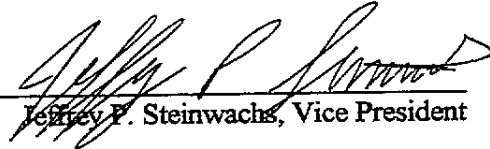
deem necessary or desirable to vest, perfect, or confirm the surviving corporation's title to and possession of all of the property, rights, privileges, immunities, powers, and purposes of Americraft Co., Inc. and otherwise to carry out the purposes of this Agreement and Plan of Merger.

11. This Agreement and Plan of Merger may be amended or abandoned before or after its authorization by the shareholders of each of the Constituent Corporations at any time prior to filing of the appropriate Certificates of Merger with the Secretary of State of the States of Florida and New York.

EMED CO. INC.

By: 
Paul C. Steinwachs, President

AMERICRAFT CO., INC.

By: 
Jeffrey F. Steinwachs, Vice President