

G50150

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

MANUFACTURING DATA SYSTEMS, INC., a Florida corporation, G50150

INTO

**MANUFACTURING DATA SYSTEMS, INC., a Michigan corporation not
qualified in Florida.**

File date: January 27, 1997

Corporate Specialist: Velma Shepard

G50150

DOLD, SPATH & MCKELVIE, P.C.

Attorneys and Counselors

17190 DENVER AVENUE

P.O. BOX 36786

GROSSE POINTE, MICHIGAN 48236-0786

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FILED
97 JAN 27 PM 2:22
OAKLAND COUNTY OFFICE
5445 CORPORATE DRIVE
SUITE 170
TROY, MICHIGAN 48098-2683
TELEPHONE (810) 952-5100
FAX (810) 952-5138

January 9, 1997

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State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

Re: Manufacturing Data Systems, Inc. - Articles of Merger

Dear Sir/Madam:

Enclosed for filing are original executed Articles of Merger between Manufacturing Data Systems, Inc., a Michigan corporation, and Manufacturing Data Systems, Inc., a Florida corporation. Also enclosed is a check in the amount of \$80 to cover the filing fee for such Articles (\$70) and to provide us with a copy of the Articles after they have been filed (\$10).

If you should have any questions, please do not hesitate to contact me.

Sincerely,

Douglas H. Dold

DHD/nla

Enclosures

Merger

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V8 JAN 29 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 17, 1997

DOUGLAS H. DOLD
P.O. BOX 36786
GROSSE POINTE, MI 48236-0786

SUBJECT: MANUFACTURING DATA SYSTEMS, INC.
Ref. Number: G50150

We have received your document for **MANUFACTURING DATA SYSTEMS, INC.** and your check(s) totaling \$80.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

Please entitle your document "Plan and Articles of Merger" or provide us with the plan of merger along with the articles of merger.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 397A00002587

RECEIVED

97 JAN 27 AM 8:31

DIVISION OF CORPORATIONS

DOLD, SPATH & MCKELVIE, P.C.

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January 22, 1997

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

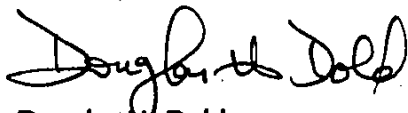
Re: Manufacturing Data Systems, Inc.
Ref. Number: G50150
Letter Number: 397A00002587

Dear Sir/Madam:

Pursuant to your letter dated January 17, 1997 (copy attached), we have added the required provision to the Plan and Articles of Merger for Manufacturing Data Systems, Inc. and they are enclosed for filing.

If you should have any questions, please do not hesitate to contact me.

Sincerely,



Douglas H. Dold

DHD/nla

Enclosures

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PLAN AND
ARTICLES OF MERGER

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of FL ST Section 607.1105:

1.a. The name of each constituent corporation and its identification number is

MANUFACTURING DATA SYSTEMS, INC., a Michigan corporation

#438-910 ("MDSI-MI")

MANUFACTURING DATA SYSTEMS, INC., a Florida corporation

#G50-150 ("MDSI-FL")

b. The name of the surviving corporation and its identification number is:

MANUFACTURING DATA SYSTEMS, INC., a Michigan corporation

#438-910

c. With respect to each constituent corporation:

<u>Name of Corporation</u>	<u>Number of outstanding shares in each class</u>	<u>Number of shares owned by the parent corporation in each class</u>
Manufacturing Data Systems, Inc., a Michigan corporation	10,000,000	None
Manufacturing Data Systems, Inc., a Florida corporation	2,000,000	None

3. The foreign corporation complies with section 607.1105 F.S. (as set forth below) if it is the surviving corporation of the merger; and each domestic corporation complies with the applicable provisions of Sections 607.1101 - 607.1104 F.S. and, if it is the surviving corporation of the merger, with Section 607.1105 F.S. (as set forth below).

4. The manner and basis of converting the shares of each constituent corporation is as follows:

Each share of the issued and outstanding common stock of **MDSI-FL** shall be converted into one validly issued, fully paid, and nonassessable share of common stock of **MDSI-MI**.

5. Other provisions with respect to the merger are as follows:

MDSI-MI has not commenced business, has not issued any shares, and has not elected a Board of Directors and pursuant to Section 706 of the Michigan Business Corporation Act the Incorporator may merge with a foreign corporation with the unanimous consent of the Incorporators. The Incorporator of **MDSI-MI** deems it to be in the best interests of **MDSI-MI** that **MDSI-FL** be merged into the **MDSI-MI**.


The identity, existence, purposes, powers, objects, franchises, privileges, rights, and immunities of **MDSI-MI** shall continue unaffected and unimpaired by the merger, and the corporate franchises, existence, and rights of **MDSI-FL** shall be merged into **MDSI-MI** and **MDSI-MI** shall, as the Surviving Corporation, be fully vested therewith. At the effective time of the Merger, the separate existence of **MDSI-FL** shall cease, and in accordance with the terms of this Agreement, the Surviving Corporation shall possess all the rights, privileges, powers, and franchises of a public as well as of a private nature, and be subject to all restrictions, disabilities, and duties of each of the Constituent Corporations. All rights, privileges, powers, and franchises of each of the Constituent Corporations, all property, real, personal, and mixed, all debts due to either of the Constituent Corporations on whatever account, including stock subscriptions, all other things in action, and all interests of or belonging to or due to each Corporation shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed. All property, rights, privileges, powers, and franchises, and all interests shall be as effectually the property of the Surviving Corporation as they were of the respective Constituent Corporations, and the title to any real estate or interest therein, vested by deed or otherwise in either Corporation, shall not revert or be in any way impaired by reason of the Merger.

The Surviving Corporation shall be responsible and liable for all the liabilities and obligations of the Constituent Corporations, and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be carried out as if the merger had not taken place. Neither the rights of creditors nor any liens on the property of either of the Constituent Corporations shall be impaired by the merger, and all debts, liabilities, and duties of each of the Constituent Corporations shall attach to the Surviving Corporation, and may be enforced against it to the same extent as if the debts, liabilities, and duties had been incurred or contracted by it.

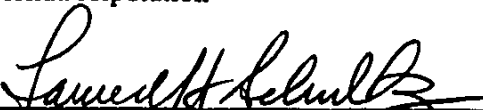
6. This merger is permitted by the laws of the State of Florida, the jurisdiction under which **MDSI-FL** is formed and the laws of the State of Michigan, the jurisdiction under which **MDSI-MI** is formed. The plan of merger was adopted and approved by such the shareholders and directors of of **MDSI-FL** pursuant to and in accordance with the laws of the State of Florida and the sole incorporator of **MDSI-MI** as permitted by Section 706(1) of the Michigan Business Corporations.*
7. The merger shall be effective on the 24th day of December, 1996.

Signed this 20th day of December, 1996.

MANUFACTURING DATA SYSTEMS, INC.,
a Michigan corporation

By: 
LAWRENCE H. SCHULTZ, Incorporator
(Pursuant to Section 706(1) of the Michigan
Business Corporation Act)

MANUFACTURING DATA SYSTEMS, INC.,
a Florida corporation

By: 
LAWRENCE H. SCHULTZ, President

Preparer's name and business telephone number and Name of organization remitting fee:

Dold, Spath & McKelvie, P.C.
17190 Denver
Detroit, Michigan 48224
(313) 886-7500

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* The Plan of Merger was approved by all of the Shareholders of **MDSI-FL** on December 24, 1996 and by the sole Incorporator of **MDSI-MI** on December 24, 1996.