

G82661

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

AT-TRAC, INC., a Florida corporation, L68852

INTO

WENTCO, INC., a Florida corporation, G82661.

File date: October 8, 1997

Corporate Specialist: Velma Shepard

G82661

**BROWN, WALDRON & CARLTON**

**ATTORNEYS AT LAW**

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

FLETCHER BROWN, P.A.

FLETCHER BROWN

124 NORTH BREVARD AVENUE

ARCADIA, FLORIDA 34266

TELEPHONE (941) 494-4323

TELECOPIER (941) 494-6790

WALDRON & CARLTON, P.A.

EUGENE E. WALDRON, JR.

DAVID P. CARLTON

VINCENT A. SICA

October 6, 1997

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

400002314634--9  
-10/08/97--01029--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Articles of Merger  
At-Trac, Inc., a Florida corporation into Wentco  
Inc., a Florida corporation

97 OCT -8 AM 11:53  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Enclosed are original and one (1) copy of the executed Articles of Merger of At-Trac, Inc. into Wentco, Inc. dated September 26, 1997 with accompanying Agreement and Plan of Merger. Also enclosed are copies of the Unanimous Consent Action of the Board of Directors of both corporations and this Firm's check in the amount of \$70.00 made payable to Florida Department of State. Also enclosed is a copy of the Articles of Merger.

Please stamp the copy as received and return the copy in the self-addressed, stamped envelope I have provided for your convenience.

Your cooperation and assistance in this matter are appreciated.

Sincerely,

BROWN, WALDRON & CARLTON

*Eugene E. Waldron, Jr.*

Eugene E. Waldron, Jr.

EEWJr:nm  
Enclosures

VS OCT 16 1997

*Merger*

ARTICLES OF MERGER  
OF  
AT-TRAC, INC., a Florida corporation  
into  
WENTCO, INC., a Florida corporation

FILED  
97 OCT -8 AM 11:53  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF MERGER between AT-TRAC, INC., a Florida corporation and WENTCO, INC., a Florida corporation.

Pursuant to Section 607.1105, Florida Business Corporation Act (the "Act") AT-TRAC, INC. and WENTCO, INC. adopt the following Articles of Merger/Share Exchange.

1. Pursuant to the Plan of Merger, all issued or outstanding shares of AT-TRAC, INC. stock will be acquired by means of a merger of AT-TRAC, INC. into WENTCO, INC. the surviving corporation ("Merger").

2. Pursuant to Section 607.1104 of the Act, shareholder approval is not required.

3. The Plan of Merger is attached as Exhibit "A" and incorporated by reference as if fully set forth.

4. Pursuant to Section 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be upon the filing of the Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands this 26<sup>TH</sup> day of September, 1997.

AT-TRAC, INC.  
a Florida corporation

By: Ronnie Earle

Ronnie J. Earle  
its President

WENTCO, INC.  
a Florida corporation

By: Ronnie Earle

Ronnie J. Earle  
its President

STATE OF FLORIDA:  
COUNTY OF Lee \_\_\_\_\_:

The foregoing instrument was acknowledged before me this 26th day of September, 1997 by, **Ronnie J. Earle, as President of AT-TRAC, INC.**, on behalf of the corporation and who has produced \_\_\_\_\_ as identification.



Catherine M. Polczak  
MY COMMISSION # CC553280 EXPIRES  
August 14, 2000  
BONDED THRU TROY FAIN INSURANCE, INC.

Catherine M. Polczak, Notary Public  
State of Florida at Large  
My Commission # \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

STATE OF FLORIDA:  
COUNTY OF Lee \_\_\_\_\_:

The foregoing instrument was acknowledged before me this 26th day of September, 1997 by, **Ronnie J. Earle, as President of WENTCO, INC.**, on behalf of the corporation and who has produced \_\_\_\_\_ as identification.



Catherine M. Polczak  
MY COMMISSION # CC553280 EXPIRES  
August 14, 2000  
BONDED THRU TROY FAIN INSURANCE, INC.

Catherine M. Polczak, Notary Public  
State of Florida at Large  
My Commission # \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

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COPY

AGREEMENT AND PLAN OF MERGER

AT-TRAC, INC., a Florida corporation  
into  
WENTCO, INC., a Florida corporation

THIS AGREEMENT AND PLAN OF MERGER dated September 26, 1997 made by and among WENTCO, INC. ("Parent") and AT-TRAC, INC. (Subsidiary") collectively the ("Constituent Corporations").

WHEREAS, Subsidiary desires to merge with and into Parent, with Parent being the surviving corporation (the "Merger") on the terms, and subject to the conditions, set forth in this Plan of Merger (the "Plan"); and

WHEREAS, Parent owns 100% of Subsidiary's outstanding Common Stock; and

WHEREAS, the Board of Directors of Parent has determined that it is advisable that Subsidiary be merged into Parent on the terms and conditions set forth, in accordance with Section 507.1104 of the Florida Business Corporation Act (the "Act").

NOW, THEREFORE, in consideration of the promises and of the mutual covenants, and provisions contained herein, the parties agree as follows:

ARTICLE I.

1. The term "Effective Date" shall mean the date on which the Articles of Merger are filed with the Secretary of State of Florida.

2. On the Effective Date, Subsidiary shall be merged with and into Parent. The separate existence of Subsidiary shall cease at the Effective Date and the existence of Parent shall continue unaffected and unimpaired by the Merger with all the rights,

privileges, immunities, powers, and franchises, of a public as well as of a private nature, and subject to all the duties and liabilities, of the corporations organized under the laws of the State of Florida.

## ARTICLE II.

### EFFECTS OF THE MERGER

At the Effective Date, Parent shall possess all the rights, privileges, immunities, and franchises, of both a public and private nature, of Subsidiary, and shall be responsible and liable for all liabilities and obligations of Subsidiary, all as more particularly set forth in Section 607.1106 of the Act.

## ARTICLE III.

### TERMS OF THE TRANSACTION;

#### CONVERSION OF AND PAYMENT FOR SHARES

The manner and basis of converting shares of Subsidiary's Common Stock into shares of Parent Stock shall be as follows:

Each share of Subsidiary's common stock (the "Subsidiary Common Stock") issued and outstanding on the Effective date and all rights in respect thereof, shall, by virtue of the Merger and without any action on the part of the holders, be converted into shares of the presently authorized and unissued shares of the common stock of the Parent (the "Parent Common Stock"); provided that no fractional share of Parent Common Stock shall be issued or exchanged for shares of Subsidiary Common Stock. Notwithstanding the foregoing, each share of Subsidiary Common Stock held by Parent shall, by virtue of the Merger and without any action on the part of Parent, be canceled simultaneously with the effectiveness of the

Merger.

ARTICLE IV.

ASSIGNMENT

If at any time Parent shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, or confirm or record in Parent the title to any property or rights of Subsidiary, or to otherwise carry out the provisions of this Plan, the proper officers and directors of Subsidiary as of the Effective Date shall execute and deliver any and all proper deeds, assignments, and assurance in law, and do all things necessary or proper to vest, perfect, or confirm title to such property or rights in Parent.

ARTICLE V.

EXPENSES

Parent shall pay all expenses of accomplishing the Merger.

ARTICLE VI.

TERMINATION

If for any reason consummation of the Merger is inadvisable in the opinion of the Board of Directors of Parent, this Plan may be terminated at any time before the Effective Date by resolution of the Board of Directors of Parent. Upon termination as provided in this Plan, this Plan shall be void and on no further effect, and there shall be no liability by reason of this Plan or the termination of this Plan on the part of Parent or Subsidiary, or their directors, officers, employees, agents, or shareholders.

IN WITNESS WHEREOF, the parties have set their hands this 26<sup>th</sup> day of September, 1997.

PARENT:  
WENTCO, INC., a Florida  
corporation

By:

Ronnie Earle  
Ronnie J. Earle  
As its President

SUBSIDIARY:  
AT-TRAC, INC., a Florida  
corporation

By:

Ronnie Earle  
Ronnie J. Earle  
As its President



**COPY**

UNANIMOUS CONSENT ACTION OF  
THE BOARD OF DIRECTORS  
OF

**AT-TRAC, INC.**

The undersigned persons, as all the members of the Board of Directors of **AT-TRAC, INC.** a Florida corporation (the "Company") unanimously agree, adopt, consent to, and order the following corporate actions under Section 607.0821, of the Florida Business Corporation Act (the "Act"):

1. The undersigned waive all formal requirements, including the necessity of holding a formal or informal meeting and any requirement that notice of such meeting be given.
2. The undersigned adopt the following corporate actions:

WHEREAS, the Company desires to consummate a Merger (the "Merger") with **WENTCO, INC.**, a Florida corporation ("Surviving Corporation") all in accordance with Section 607.1101 of the Florida Business Corporation Act; and

WHEREAS, **WENTCO, INC.** and the Company intend to enter into a Plan of Merger (the "Agreement") to consummate the Merger and a draft of the Agreement is attached as Exhibit "A"

WHEREAS, the Company desires to consummate the Merger on the terms and conditions set forth in the Agreement, which terms are incorporated by this reference; and

WHEREAS, after the Merger has been approved, the Company intends to execute Articles of Merger and file them with the Florida Secretary of State in accordance with Section 607.1105 of the Act; and

WHEREAS, it is in the best interests of the Company to consummate these transactions.

NOW, THEREFORE

BE IT RESOLVED, that the Merger, the Agreement and all the transactions contemplated thereby are adopted, approved, and consented to and Ronnie J. Earle, the Company's President, or Catherine M. Pekarek the Company's Secretary are authorized and directed on behalf of the Company to negotiate, execute, and deliver the Agreement and any and all other instruments or agreements deemed necessary or appropriate by them to consummate the transactions contemplated by the Agreements, with such deletions, modifications or other changes deemed necessary or

appropriate by such officers in their sole discretion, on the advice of counsel or otherwise, to carry out the purpose or intent of the foregoing resolutions and to do or cause to be done any and all such acts and things by or on behalf of the Company, in their sole discretion, upon advice of counsel or otherwise, as they deem necessary and appropriate to consummate the transactions contemplated by the Agreement.

BE IT FURTHER RESOLVED that the Secretary of the Company is authorized and directed to furnish copies of the foregoing resolutions to the Secretary of the State of Florida and to certify that such resolutions are in full force and effect and have not been rescinded or modified.

IN WITNESS WHEREOF, the undersigned, as all the members of the Board of Directors of **AT-TRAC, INC.** execute the foregoing corporate action for the purpose of giving their consent to it as of the 26<sup>TH</sup> day of September, 1997.

As the Board of Directors of  
**AT-TRAC, INC.**, a Florida  
corporation

  
GERALD NOBLES

  
ROBERT THOMAS

  
RONNIE EARLE

  
CATHERINE PEKAREK

  
DEBRA CARR

corp1\at-merger.con

UNANIMOUS CONSENT ACTION OF  
THE BOARD OF DIRECTORS  
OF

**COPY**

**WENTCO, INC.**

The undersigned persons, as all the members of the Board of Directors of **WENTCO, INC.** a Florida corporation (the "Company") unanimously agree, adopt, consent to, and order the following corporate actions under Section 607.0821, of the Florida Business Corporation Act (the "Act"):

1. The undersigned waive all formal requirements, including the necessity of holding a formal or informal meeting and any requirement that notice of such meeting be given.
2. The undersigned adopt the following corporate actions:

WHEREAS, the Company desires to consummate a Merger (the "Merger") with **AT-TRAC, INC.**, a Florida corporation ("Subsidiary") all in accordance with Section 607.1101 of the Florida Business Corporation Act; and

WHEREAS, **AT-TRAC, INC.** and the Company intend to enter into a Plan of Merger (the "Agreement") to consummate the Merger and a draft of the Agreement is attached as Exhibit "A"

WHEREAS, the Company desires to consummate the Merger on the terms and conditions set forth in the Agreement, which terms are incorporated by this reference; and

WHEREAS, after the Merger has been approved, the Company intends to execute Articles of Merger and file them with the Florida Secretary of State in accordance with Section 607.1105 of the Act; and

WHEREAS, it is in the best interests of the Company to consummate these transactions.

NOW, THEREFORE

BE IT RESOLVED, that the Merger, the Agreement and all the transactions contemplated thereby are adopted, approved, and consented to and Ronnie J. Earle, the Company's President, or Catherine J. Pekarek, the Company's Secretary are authorized and directed on behalf of the Company to negotiate, execute, and deliver the Agreement and any and all other instruments or agreements deemed necessary or appropriate by them to consummate the transactions contemplated by the Agreements, with such deletions, modifications or other changes deemed necessary or

appropriate by such officers in their sole discretion, on the advice of counsel or otherwise, to carry out the purpose or intent of the foregoing resolutions and to do or cause to be done any and all such acts and things by or on behalf of the Company, in their sole discretion, upon advice of counsel or otherwise, as they deem necessary and appropriate to consummate the transactions contemplated by the Agreement.

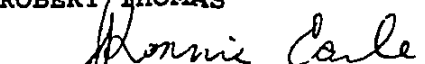
BE IT FURTHER RESOLVED that the Secretary of the Company is authorized and directed to furnish copies of the foregoing resolutions to the Secretary of the State of Florida and to certify that such resolutions are in full force and effect and have not been rescinded or modified.


IN WITNESS WHEREOF, the undersigned, as all the members of the Board of Directors of WENTCO, INC. execute the foregoing corporate action for the purpose of giving their consent to it as of the 26<sup>TH</sup> day of September, 1997.

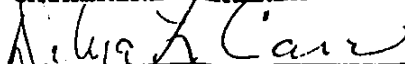
As the Board of Directors of  
WENTCO, INC., a Florida  
corporation

  
GERALD NOBLES

  
ROBERT THOMAS


  
RONNIE EARLE

  
CATHERINE BEKAREK

  
DEBRA CARR

  
RICHARD MCDUFFIE

  
DANDEL BELISLE

  
PHILLIP RUSSO