

G89013

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TO: DIVISION OF CORPORATIONS

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NAME: AMERICAN TOOL & MOLD, INC.

AUDIT NUMBER.....H98000014189

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DIVISION OF CORPORATIONS

Merger

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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
Merger Sheet

MERGING:

AMERICAN TECHNICAL MOLDING CORPORATION, a Florida corporation,
L13253

INTO

AMERICAN TOOL & MOLD, INC., a Florida corporation, G89013

File date: July 31, 1998

Corporate Specialist: Darlene Connell

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STATE OF FLORIDA
ARTICLES OF MERGER
OF
AMERICAN TECHNICAL MOLDING CORPORATION,
a Florida corporation
INTO
AMERICAN TOOL & MOLD, INC.,
a Florida corporation

FILED
98 JUL 31 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1101 and 607.1105, *Florida Statutes*, the undersigned corporations adopt the following Articles of Merger for the purpose of merging American Technical Molding Corporation, a Florida corporation ("American Technical Molding"), into American Tool & Mold, Inc., a Florida corporation ("American Tool & Mold"):

FIRST: The Plan of Merger attached hereto as Exhibit A was adopted by the Board of Directors and shareholders of American Technical Molding on July 30, 1998, and by the Board of Directors and shareholders of American Tool & Mold on July 30, 1998.

SECOND: The merger described herein shall be effective at 4:30 p.m. on July 31, 1998 or at the time of filing of these Articles of Merger, whichever shall be later ("Effective Time").

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be signed in its corporate name on the 31st day of July, 1998.

AMERICAN TECHNICAL MOLDING CORPORATION

By: 

Demetre Loulourgas
President

AMERICAN TOOL & MOLD, INC.

By: 

Demetre Loulourgas
President

Donald P. Reed, Esq.
Florida Bar No. 995274
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EXHIBIT A

PLAN OF MERGER

1. Names of Merging Corporations

American Technical Molding Corporation ("American Technical Molding"), a Florida corporation, shall be merged with and into American Tool & Mold, Inc. ("American Tool & Mold"), a Florida corporation. American Technical Molding and American Tool & Mold are collectively referred to herein as "Constituent Corporations".

2. Terms and Conditions of Merger

2.1 The Merger

The merger of American Technical Molding into American Tool & Mold (the "Merger") shall occur at the Effective Time (hereinafter defined), at which time the separate existence of American Technical Molding shall cease. American Tool & Mold shall be the surviving corporation (the "Surviving Corporation") and its corporate existence, with all of its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger.

2.2 The Surviving Corporation

The Surviving Corporation, without any further act or deed, shall (a) have the purposes and possess all the rights, privileges, immunities, powers, franchises and authority, both public and private, and be subject to all the restrictions, disabilities, duties and liabilities of the Constituent Corporations, and neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the Merger; (b) be vested with all the assets and property, whether real, personal or mixed, and every interest therein, wherever located, belonging to each of the Constituent Corporations; and (c) be liable for all of the obligations and liabilities of each Constituent Corporation existing immediately prior to the Effective Time. The title to any real estate or any interest therein vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

2.3 Articles of Incorporation

The Articles of Incorporation of American Tool & Mold as in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation until the same shall thereafter be altered, amended or repealed in accordance with the Florida Business Corporation Act.

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2.4 Bylaws

The Bylaws of American Tool & Mold as in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation until the same shall thereafter be altered, amended or repealed in the manner provided for in such Bylaws and in accordance with the Florida Business Corporation Act.

2.5 Directors and Officers

The sole member of the Board of Directors of the Surviving Corporation shall be Demetre Loulourgas and the officers of the Surviving Corporation shall be as follows until his successors are elected and qualified:

<u>Name</u>	<u>Offices</u>
Demetre Loulourgas	President, Secretary and Treasurer

3. Manner and Basis of Converting Shares

3.1 American Technical Molding Capital Stock

Each share of the common stock of American Technical Molding issued and outstanding immediately prior to the Effective Time shall be canceled as of the Effective Time.

3.2 American Tool & Mold Capital Stock

Each share of the common stock of American Tool & Mold issued and outstanding immediately prior to the Effective Time shall become one share of the common stock of the Surviving Corporation as of the Effective Time.

4. Effective Time of Merger

The Merger shall become effective at the later of 4:30 p.m. on July 31, 1998 or the time of the filing of the Articles of Merger with the Florida Secretary of State (the "Effective Time").

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