

H/36326



ACCOUNT NO. : 072100000032

REFERENCE : 083265 4352702

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 78.75

FILED
98 DEC 30 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 30, 1998

ORDER TIME : 10:57 AM

ORDER NO. : 083265-005

600002726356--9

CUSTOMER NO: 4352702

CUSTOMER: Ms. Lisa Folis
Williams Parker Harrison Dietz
200 South Orange Avenue

Sarasota, FL 34236

ARTICLES OF MERGER

FLORIDA ENERGY MIZER, INC.

INTO

ENERGY MIZER INDUSTRIES, INC.

EFFECTIVE DATE
12-31-98

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

CC

Merger
12-31-98

RECEIVED
98 DEC 30 AM 11:50
DIVISION OF CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING:

FLORIDA ENERGY MIZER, INC., a Florida corporation, S17627

INTO

ENERGY MIZER INDUSTRIES, INC., a Florida corporation, H36326

File date: December 30, 1998, effective December 31, 1998

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Account charged: 78.75

**ARTICLES OF MERGER
OF
FLORIDA ENERGY MIZER, INC.
INTO
ENERGY MIZER INDUSTRIES, INC.**

FILED
98 DEC 30 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Energy Mizer Industries, Inc., a Florida corporation (herein called "Industries"), hereby delivers to the Department of State for filing the following Articles of Merger for the merger of Florida Energy Mizer, Inc., a Florida corporation (herein called "Mizer"), with and into Industries. Industries shall be the surviving corporation.

1. A true copy of the Plan of Merger is attached hereto as Exhibit A.
2. The effective date of the merger is the close of business on December 31, 1998.

3. Action by the shareholders of Industries on this Plan of Merger is not required because the Articles of Incorporation of Industries will not differ from its Articles before the merger, and each shareholder of Industries, whose shares were outstanding immediately prior to the effective date of the merger will hold the same number of shares with identical designations, preferences, limitations and relative rights immediately after the merger.

4. The foregoing Plan of Merger was:

(a) Approved by the Board of Directors of Industries by written consent of all directors on December 23, 1998;

(b) Approved by the Board of Directors of Mizer and recommended to its shareholders by written consent of all of its directors on December 23, 1998; and

(c) Approved by written consent by the holders of all of the shares of common stock, \$1.00 par value, of Mizer which was the only class of stock entitled to vote on the merger proposal, on December 23, 1998.

IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered by the constituent corporations as of the Effective Date.


EFFECTIVE DATE
12-31-98

ENERGY MIZER INDUSTRIES, INC., a
Florida corporation

By: _____

Mark Sharff
As its President

FLORIDA ENERGY MIZER, INC., a
Florida corporation

By: 
Mark Shariff
As its President

WGL-339039.1

[EXHIBIT A]

PLAN OF MERGER

Energy Mizer Industries, Inc., a Florida corporation, and Florida Energy Mizer, Inc., a Florida corporation, hereby adopt the following plan as the Plan of Merger required by Section 607.1101, Florida Statutes. The terms of the plan are as follows:

1. The names of the corporations planning to merge are Energy Mizer Industries, Inc., a Florida corporation (herein called "Industries") and Florida Energy Mizer, Inc., a Florida corporation (herein called "Mizer"). As a result of the merger, Mizer shall be merged with and into Industries. Industries shall be the surviving corporation.
2. The merger shall be effective at the close of business on December 31, 1998 (the "Effective Date").
3. All shares of common stock of Mizer issued and outstanding on the Effective Date shall be cancelled. No change shall occur in the shares, obligations or other securities of Industries as a result of the merger.
4. This plan shall be submitted to the shareholders of Mizer for approval. Action by the shareholders of Industries on this Plan of Merger is not required because the Articles of Incorporation of Industries will not differ from its Articles before the merger, and each shareholder of Industries whose shares were outstanding immediately prior to the Effective Date of the merger will hold the same number of shares, with identical designations, preferences, limitations and relative rights, immediately after the merger.
5. The Board of Directors of each constituent corporation are hereby authorized to amend this plan at any time prior to the filing of the Articles of Merger, to the extent permitted by law.

IN WITNESS WHEREOF, this Plan of Merger has been signed by the duly authorized officers of Industries and Mizer this 23rd day of December, 1998.

ENERGY MIZER INDUSTRIES, INC., a
Florida corporation

By: _____

Mark Sharff

As its President

FLORIDA ENERGY MIZER, INC., a
Florida corporation

By: _____


Mark Sharff
As its President

WGL-339033.1