Page 1 of 1

## Florida Department of State

Division of Corporations Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H04000234518 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations

Fax Number : (850)205-0380

From:

Account Name : C T CORPORATION SYSTEM

Account Number : FCA000000023 : (850)222-1092

Fax Number

: (850)222-9428

## MERGER OR SHARE EXCHANGE

Thermo Securities Corporation

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

Flactronic Filing Manu-

Qomerate filing

Public Access Hills

# 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:

Name	<u>Iurisdiction</u>	Document Number (If known applicable)
Thermo Securities Corporation	Delaware	
Second: The name and jurisdiction of car	ch merging corporation:	
Name	Jurisdiction	Document Number (If known/ applicable)
TEC Cogeneration Inc.	Florida	G64957 TS 9
		24 PA
	<u> </u>	
Third: The Plan of Merger is attached.		
Fourth: The merger shall become effective Department of State.	ve on the date the Article	s of Merger are filed with the Florida
	fic date. NOTE: An effective in the future.)	date cannot be prior to the date of filing or more
Fifth: Adoption of Merger by surviving The Plan of Merger was adopted by the sh	corporation - (COMPLET areholders of the survivi	TE ONLY ONE STATEMENT) og corporation on
The Plan of Merger was adopted by the bo November 15, 2004 and sharehold	eard of directors of the su er approval was not requ	rviving corporation on ired.
Machine Acception of Mongor by mor gin we Machine Acception of Mongor by mer gin we	oreholdere od documerija. Osporabina(o) (2001. storeja)	Б• <b>ОПКУ-СМЕХБЛЖГЕМЕМТ)</b> Р <sup>ФОПРОПЕЙИЛ(Ф)•ОВХХХХХХХХХХХХХХХХХХХХХХХХХХХ</sup>
The Plan of Merger was adopted by the bo November 16, 2004 and sharehold	ard of directors of the me er approval was not requi	

(Attach additional sheets if necessary)

### Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature	Typed or Printed Name of Individual & Title
TEC Cogeneration Inc.	South of aprimino	Kenneth J. Apicerno, President
Therma Securities Corporatio	Ru a. Cicione	John A. Piggions, Asst. Sacratary
· · · · · · · · · · · · · · · · · · ·	<b>y</b>	
	•	
	·	

#### EXHIBIT A - PLAN OF MERGER

- I. The name and state of incorporation of the merging (non-surviving) corporation is TEC Cogeneration Inc., a Florida corporation (the "Subsidiary Corporation").
- II. The name and state of incorporation of the surviving corporation is Thermo Securities Corporation, a Delaware corporation (the "Parent Corporation").
- III. The terms and conditions of the merger including the treatment of shares of the constituent corporations are as follows:
  - (a) The Merger. The Subsidiary Corporation will be merged with and into the Parent Corporation in accordance with this Plan of Merger and the General Corporation Law of the State of Delaware and the Florida Business Corporation Act (the "Merger").
  - (b) <u>Effective Time of Merger</u>. The Merger will become effective upon submission of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware (the "Effective Time").
  - (c) Corporate Existence. From and after the Effective Time, the separate corporate existence of the Subsidiary Corporation shall cease and the Parent Corporation shall continue its corporate existence under the laws of the State of Delaware as the surviving corporation (the "Surviving Corporation").
  - (d) Certificate of Incorporation and By-laws. From and after the Effective Time, the Certificate of Incorporation of the Parent Corporation, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation of the Surviving Corporation. From and after the Effective Time, the by-laws of the Parent Corporation, as in effect immediately prior to the Effective Time, shall be the by-laws of the Surviving Corporation.

- (e) Officers and Directors. Immediately following the Effective Time, the officers and directors of the Parent Corporation immediately prior to the Effective Time shall be the officers and directors of the Surviving Corporation, each to hold office in accordance with the Certificate of Incorporation and the by-laws of the Surviving Corporation.
- (f) Assumption of Obligations. At the Effective Time, the Perent Corporation shall assume all of the obligations of the Subsidiary Corporation pursuant to the General Corporation Law of the State of Delaware.
- IV. <u>Treatment of Shares</u>. At the Effective Time, all issued and outstanding shares of capital stock of the Subsidiary Corporation shall automatically and by operation of law be extinguished and cancelled without consideration and all certificates evidencing ownership of such shares shall be void and of no effect; and all issued and outstanding shares of capital stock of the Parent Corporation shall remain issued and outstanding and shall not be affected by the Merger.