

J23581



**THE UNITED STATES
CORPORATION**
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 656293 10911A

AUTHORIZATION :

Patricia Pigut

COST LIMIT : \$ 70.00

ORDER DATE : January 2, 1998

ORDER TIME : 2:24 PM

ORDER NO. : 656293-005

300002388713--3

CUSTOMER NO: 10911A

CUSTOMER: Michael N. Schneider, Esq
Ansbacher & Schneider, P.a.
Suite 100
4215 Southpoint Boulevard
Jacksonville, FL 32216

ARTICLES OF MERGER

QAC EQUIPMENT, INC.

INTO

P-TECH, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Jon A Bowling

EXAMINER'S INITIALS:

merger
SP

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN -2 PM 3:36

RECEIVED
98 JAN -2 PM 3:23
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

QAC EQUIPMENT, INC., a Fla. corp.; # 517748

INTO

P-TECH, INC., a Florida corporation, J23581.

File date: January 2, 1998

Corporate Specialist: Susan Payne

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER OF
QAC EQUIPMENT, INC., A FLORIDA CORPORATION
INTO
P-TECH, INC., A FLORIDA CORPORATION

*FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JAN -2 PM 3: 36

Pursuant to the provisions of Section 607.1105 of the Florida General Corporation Act, the undersigned corporations adopt the following articles of merger for the purpose of merging them into one of such corporations:

ARTICLE I

The following plan of merger was approved by the directors and stockholders of each of the undersigned corporations, P-Tech, Inc., a Florida corporation (hereinafter referred to as the "Surviving Corporation") and QAC Equipment, Inc., a Florida corporation (hereinafter referred to as the "Absorbed Corporation") in the manner prescribed by the Florida General Corporation Act:

Section One. Merger. The Absorbed Corporation shall merge with and into the Surviving Corporation effective upon the filing of these Articles of Merger with the Secretary of State.

Section Two. Terms and Conditions. As of the merger, the separate existence of the Absorbed Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Absorbed Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

Section Three. Conversion of Shares. The manner and basis of converting the shares of the Absorbed Corporation into shares, rights, obligations and other securities of the Surviving Corporation is as follows:

(a) The total amount of capital stock of the Surviving Corporation authorized to be issued is 5,000 shares of voting common stock at \$1.00 par value. The total amount of capital stock of the Absorbed Corporation authorized to be issued is 5,000 shares of voting common stock at \$1.00 par value. There are presently issued and outstanding 200 shares of the voting common stock of the Surviving Corporation; there are presently issued and outstanding 200 shares of the voting common stock of the Absorbed Corporation. Each share of voting common stock of the Absorbed Corporation outstanding on the date of the merger shall be canceled, and because each of the shareholders of the Absorbed Corporation has an identity of interest as shareholders of the Surviving Corporation, no additional Corporate stock of the Surviving Corporation shall be issued.

(b) The conversion shall be effected as follows: as of the date of the merger, each holder of certificates for shares of common stock in the Absorbed Corporation shall surrender them to the Surviving Corporation or its duly appointed agent, in such manner as the Surviving Corporation shall legally require. No additional capital stock shall be issued.

Section Four. Changes in Articles of Incorporation. The articles of incorporation of the Surviving Corporation shall continue to be its articles of incorporation following the merger.

Section Five. Changes in Bylaws. The bylaws of the Surviving Corporation shall continue to be its bylaws following the merger.

Section Six. Directors and Officers. The directors and officers of the Surviving Corporation as of the date of the merger shall continue as the directors and officers of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

Section Seven. Effective Date of Merger. For accounting purposes, the effective date of this merger shall be December 31, 1997.

Section Eight. Authorization. The Board of Directors and the proper officers of the Surviving Corporation and the Absorbed Corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for. Specifically, the Board of Directors and officers of the Surviving Corporation and the Absorbed Corporation are authorized and empowered to execute and file and/or record any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger including Articles of Merger.

Section Nine. Execution of Agreement. These Articles of Merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

ARTICLE II

As to each of the undersigned corporations, the number of shares outstanding and entitled to vote and the designation and number of shares of each class entitled to vote as a class, if any, are as follows:

<u>Name of Corporation</u>	<u>Total Number of Shares Outstanding</u>
P-Tech, Inc., a Florida corporation	200
QAC Equipment, Inc., a Florida corporation	200

ARTICLE III

As to each of the undersigned corporations, the total number of shares voted for and against the plan, respectively, and as to any class entitled to vote thereon as a class, if any, the number of shares voted for and against the plan, respectively, are as follows:

<u>Shares Voting</u>	<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>
200	P-Tech, Inc., a Florida corporation	200	NONE
200	QAC Equipment, Inc., a Florida corporation	200	NONE

These Articles of Merger have been approved by the Shareholders and Directors of the Surviving Corporation and the Absorbed Corporation by unanimous written consent of such persons in minutes dated December 31, 1997.

IN WITNESS WHEREOF, the undersigned President of P-Tech, Inc., a Florida corporation and the President of QAC Equipment, Inc., a Florida corporation have executed these Articles of Merger of QAC Equipment, Inc., a Florida corporation into P-Tech, Inc., a Florida corporation this 31st day of December, 1997.

Signed, sealed and delivered
in the presence of:

Harold C. Inglis
Print Name:

Debbie Young
Print Name: Debbie Young
As to Surviving Corporation

P-TECH, INC.,
a Florida Corporation

By: Cherry E. Ohsand
Its President

"SURVIVING CORPORATION"

QAC EQUIPMENT, INC.,
a Florida corporation

By: Cherry E. Ohsand
Its President

"ABSORBED CORPORATION"

Harold C. Inglis
Print Name:

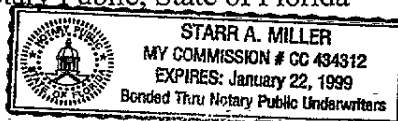
Debbie Young
Print Name: Debbie Young
As to Absorbed Corporation

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 31st day of December, 1997, by Cheryl Sassard, as President of P-Tech, Inc., a Florida corporation, on behalf of such corporation. She is personally known to me or has produced _____ as identification.

Starr A. Miller
Print Name: _____

Notary Public, State of Florida



STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 31st day of December, 1997, by Cheryl Sassard, as President of QAC EQUIPMENT, Inc., a Florida corporation, on behalf of such corporation. She is personally known to me or has produced _____ as identification.

Starr A. Miller
Print Name: _____

Notary Public, State of Florida

