

J 92271

ROGERS, BOWERS, DEMPSEY AND PALADINO

ATTORNEYS  
FLAGLER CENTER TOWER  
505 SOUTH FLAGLER DRIVE  
SUITE 1330  
WEST PALM BEACH, FLORIDA 33401

ROBERT O. ROGERS  
DAVID E. BOWERS  
W. GLENN DEMPSEY  
RICHARD PALADINO  
ALLISON B. ROGERS

TELEPHONE (561) 655-8980  
TELECOPIER (561) 655-9480

March 8, 1999

Via Federal Express

Florida Department of State  
409 East Gaines Street  
Post Office Box 6327  
Tallahassee, FL 32399

In re: Netam Industries, Inc.

400002799394--4  
-03/09/99-01062--007  
\*\*\*\*\*122.50 \*\*\*\*\*78.75

Gentlemen:

Enclosed you will find an original and one copy of the Articles of Merger between Netam Industries, Inc., a Florida corporation, and TRI-R Industries, Inc., a Florida corporation. Pursuant to the Merger Agreement, Tri-R Industries, Inc. is to be merged into Netam Industries, Inc. The merger is to be effective on the date that the Articles of Merger are filed with the Secretary of State's office.

I would appreciate it if you would file the original Articles of Merger in your office. After the Articles of Merger have been filed, the copy of the Articles should then be certified. The certified copy of the Articles of Merger should then be mailed to my office.

You will also find enclosed our firm's check in the amount of \$122.50, in payment of the following fees:


Filing Fee (2 x \$35.00)	\$70.00
Certified Copy Fee	<u>52.50</u>
Total	<u>\$122.50</u>

FILED  
99 MAR -9 AM 11:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
MAR 11 1999  
TUL merger

If you have any questions or should require additional information, please give me a call at your convenience.

Sincerely,

ROGERS, BOWERS, DEMPSEY AND PALADINO

A handwritten signature in black ink, appearing to be 'W. Glenn Dempsey', written over a horizontal line.

W. Glenn Dempsey

WGD/cr

Enclosures

cc: Mr. and Mrs. Richard W. Steeves  
Douglass E. Pereboom, C.P.A.

FILED  
99 MAR -9 AM 8:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### ARTICLES OF MERGER

1. In accordance with Section 607.1105 of the Florida Statutes, NETAM INDUSTRIES, INC., a Florida corporation ("NETAM"), hereby files these Articles of Merger with the Secretary of State of the state of Florida in order to merge into it TRI-R INDUSTRIES, INC., a Florida corporation ("TRI-R").

2. A copy of the Agreement and Plan of Merger for the constituent corporations is attached to the Articles of Merger as an exhibit.

3. The merger shall become effective upon the filing of these Articles of Merger.

4. The Agreement and Plan of Merger was adopted by the shareholders and the Board of Directors of the constituent corporations by unanimous written consent on March 3, 1999.

IN WITNESS WHEREOF, the President of NETAM and TRI-R has signed these Articles of Merger this 3rd day of March, 1999.

NETAM INDUSTRIES, INC.

By: Richard W. Steeves President  
RICHARD W. STEEVES, President

TRI-R INDUSTRIES, INC.

By: Ruth A. Steeves President  
RUTH A. STEEVES, President

STATE OF FLORIDA       )  
                                  )  
COUNTY OF PALM BEACH )

The foregoing Articles of Merger were subscribed and acknowledged before me, a notary public in and for the aforesaid state and county, this 4<sup>th</sup> day of March, 1999, by RICHARD W. STEEVES, the President of NETAM INDUSTRIES, INC., a Florida corporation, who is either personally known to me or who produced his driver's license as identification.

Karen S. Luscomb  
Notary Public, State of Florida

My Commission Expires:

STATE OF FLORIDA       )  
                                  )  
COUNTY OF PALM BEACH )

The foregoing Articles of Merger were subscribed and acknowledged before me, a notary public in and for the aforesaid state and county, this 4<sup>th</sup> day of March, 1999, by RUTH A. STEEVES, the President of TRI-R INDUSTRIES, INC., a Florida corporation, who is either personally known to me or who produced her driver's license as identification.

Karen S. Luscomb  
Notary Public, State of Florida

My Commission Expires:

Zip.Doc/Netham - Articles of Merger

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

TRI-R INDUSTRIES, INC., a Florida corporation, S65362

INTO

**NETAM INDUSTRIES, INC.,** a Florida corporation, J92271

File date: March 9, 1999

Corporate Specialist: Thelma Lewis

## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger dated as of this 3rd day of March, 1999 (the "Agreement"), by and between TRI-R INDUSTRIES, INC., a Florida corporation ("TRI-R") and NETAM INDUSTRIES, INC., a Florida corporation ("NETAM").

### RECITALS

A. TRI-R is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated by Articles filed on July 8, 1991. TRI-R is authorized to issue one thousand (1,000) shares of common stock, one dollar (\$1.00) par value, of which One Hundred (100) shares are presently issued and outstanding.

B. NETAM is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on September 15, 1987. NETAM is authorized to issue One Thousand (1,000) shares of common stock, one dollar (\$1.00) par value, of which One Thousand (1,000) shares are presently issued and outstanding.

C. On March 3, 1999, all of the shareholders and directors of both TRI-R and NETAM adopted this Agreement and Plan of Merger by unanimous written consent.

NOW, THEREFORE, in consideration of the mutual agreements and covenants herein set forth, TRI-R and NETAM hereby agree as follows:

### I. MERGER

1.1 Merger. Upon the Effective Date of the Merger, TRI-R shall be merged with and into NETAM, and the separate existence of TRI-R shall cease and NETAM shall be the corporation

surviving the merger.

1.2 Effective Date of the Merger. The merger of TRI-R into NETAM is to become effective on the date that the Articles of Merger for the corporations are filed with the Secretary of State of the State of Florida.

1.3 Effect of Merger. Upon the Effective Date of the Merger, the separate existence of TRI-R shall cease and NETAM, as the surviving corporation (i) shall continue to own and possess all of the assets, rights, powers and property that it owned immediately prior to the merger, (ii) shall be subject to all actions previously taken by the Board of Directors of TRI-R and NETAM, (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of TRI-R, as provided under the applicable provisions of the Florida Business Corporation Act, (iv) shall continue to be subject to all of its debts, liabilities and obligations as it had immediately prior to the merger, and (v) shall succeed without other transfer to all of the debts, liabilities and obligations of TRI-R in the same manner as if NETAM had itself incurred them, as provided under the applicable provisions of the Florida Business Corporation Act.

## II. MANNER AND CONVERSION OF STOCK

2.1 Conversion of Shares. Upon the Effective Date of the Merger, each issued and outstanding share of common stock, one dollar (\$1.00) par value, of TRI-R shall by virtue of the merger be converted into and exchanged for four-tenths (.40) of a fully paid and nonassessable share of the one dollar (\$1.00) par value common stock of NETAM.

2.2 Exchange of Certificates. After the Effective Date of the Merger, each holder of an outstanding certificate representing shares of TRI-R common stock may, at such stockholder's

option, surrender the same for cancellation by NETAM, and each such holder shall be entitled to receive and exchange therefore a certificate or certificates representing the number of shares of NETAM's common stock into which the surrendered shares were converted as herein provided. Until so surrendered, each outstanding certificate of TRI-R common stock shall be deemed for all purposes to represent the number of whole shares of NETAM's common stock into which such shares were converted in the Merger.

### III. CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

3.1 Articles of Incorporation. On the Effective Date of the Merger, the Articles of Incorporation of NETAM, including amendments made by these Articles of Merger, shall be the Articles of Incorporation of the surviving corporation until further amended as provided by law.

3.2 By-Laws. On the Effective Date of the Merger, the By-Laws of NETAM shall be the By-Laws of the surviving corporation, until the same shall be altered, amended, or repealed, or until new By-Laws shall be adopted in accordance with the provisions thereof.

3.3 Directors and Officers. On the Effective Date of the Merger, the Board of Directors and officers of NETAM shall become the Board of Directors and officers of the surviving corporation, and shall continue in that capacity until their successors are duly elected and qualified.

### IV. GENERAL

4.1 Further Assurances. From time to time, as and when required by NETAM or by its successors or assigns, there shall be executed and delivered on behalf of TRI-R, such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other actions



as shall be appropriate or necessary in order to vest or perfect in or conform of record NETAM's title to and possession of all of the property, interest, assets, rights, privileges, immunities, powers, franchises and authority of TRI-R, and otherwise to carry out the purposes of this Agreement, and the officers and directors of NETAM are fully authorized in the name and on behalf of TRI-R or otherwise to take any and all such action and to execute and deliver in all such deeds or other instruments.

4.2 Abandonment. At any time before the Effective Date of the Merger, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either TRI-R or NETAM.

4.3 Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Florida and, so far as applicable, the merger provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, TRI-R and NETAM have caused their corporate names and seals to be heretofore affixed by their duly authorized officers on the day and year indicated above.

TRI-R INDUSTRIES, INC.

By: Ruth A. Steeves President  
RUTH A. STEEVES, President

NETAM INDUSTRIES, INC.

By: Richard W. Steeves President  
RICHARD W. STEEVES, President

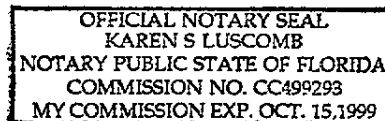
STATE OF FLORIDA       )  
                                  )  
COUNTY OF PALM BEACH)

The foregoing Agreement and Plan of Merger was subscribed and acknowledged before me, a notary public in and for the aforesaid state and county, by RUTH A. STEEVES, who is the President of TRI-R INDUSTRIES, INC., a Florida corporation, and who is either personally known to me or who produced her driver's license as identification.

WITNESS my hand and official seal this 3rd day of March, 1999.

Karen S. Luscomb  
Notary Public, State of Florida

My Commission Expires:



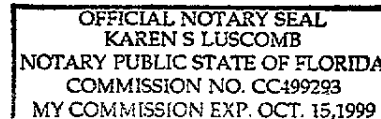
STATE OF FLORIDA       )  
                                  )  
COUNTY OF PALM BEACH)

The foregoing Agreement and Plan of Merger was subscribed and acknowledged before me, a notary public in and for the aforesaid state and county, by RICHARD W. STEEVES, who is the President of NETAM INDUSTRIES, INC., a Florida corporation, and who is either personally known to me or who produced his driver's license as identification.

WITNESS my hand and official seal this 3rd day of March, 1999.

Karen S. Luscomb  
Notary Public, State of Florida

My Commission Expires:



Zip.Doc/Merger Agreement