

K11029

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

PERMA MARINE INTERNATIONAL, INC., a Florida corporation, J58929

INTO

**TROPITECH COATINGS AND RESEARCH, INC., a Florida corporation,
K11029**

File date: August 13, 1997

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 122.50



K11029

ACCOUNT NO. : 072100000032

REFERENCE : 495166 157855A

AUTHORIZATION : Patricia Pujols

COST LIMIT : \$ 122.50

ORDER DATE : August 13, 1997

ORDER TIME : 9:52 AM

ORDER NO. : 495166-010

CUSTOMER NO: 157855A

500002265635--4

CUSTOMER: Raymond L. Schumann, Esq
Raymond L. Schumann, P.a.
Suite 300
7370 College Parkway
Fort Myers, FL 33907

ARTICLES OF MERGER

PERMA MARINE INTERNATIONAL,
INC.

INTO

TROPITECH COATINGS AND
RESEARCH, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS:

FILED
97 AUG 13 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

914
[Handwritten signature]

RECEIVED
97 AUG 13 AM 10:55
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 13, 1997

CSC
WARREN
TALLAHASSEE, FL

SUBJECT: TROPITECH COATINGS AND RESEARCH, INC.
Ref. Number: K11029

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

The merger should include the manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property.

NOTE: Attached are Articles of Dissolution for the three entities which are merging into the above named entity. Dissolved corporations can not merge. The merging corporations will cease to exist as a result of the merger. A corporation that ceases to exist as a result of a merger can not file Articles of Dissolution. If you choose not to file the mergers and would like to voluntarily dissolve these corporations, the Articles of Dissolution must meet either the requirements of 607.1401 or 607.1403, Florida Statutes; the documents you submitted do not meet the requirements of either of these statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 997A00040998

FILED

To: Department of State
Tallahassee, Florida 32314

Date paid:
Filing Fee: \$ 97 AUG 13 PH 4: 28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF
Merger OF**

Tropitech Coatings and Research, Inc. and Perma Marine International, Inc.

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of merger for the purpose of merging:

1. The names of the corporations which are parties to the within merger are Tropitech Coatings and Research, Inc., is the surviving corporation, and Perma Marine International, Inc., the absorbed corporation.

2. On 1 July 97, the following plan of merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Florida Business Corporation Act.

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

Name of Corporation	Total Number of Shares Outstanding
<u>Tropitech</u>	<u>1007.</u>
<u>Perma Marine International, Inc.</u>	<u>1007.</u>
_____	_____
_____	_____
_____	_____

4. As to each of the undersigned corporations, the total number of shares voted for and against the plan, respectively, are as follows:

Name of Corporation	Total Vote For	Total Vote Against
<u>Tropitech</u>	<u>1007</u>	<u>0</u>
<u>Perma Marine International, Inc.</u>	<u>1007</u>	<u>0</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: 1 July 97

QTA Plus
Tropitech Coatings and Research, Inc.

By: FRAN KOEBERT
President

Seal

QTA Plus
Perma Marine International, Inc.

By: FRAN KOEBERT
President

Seal

PLAN OF MERGER

Plan of merger dated 1 July 87 between Tropitech Coatings and Research, Inc., referred to as the surviving corporation, and Perma Marine International, Inc., referred to as the absorbed corporation.

STIPULATIONS

A. Tropitech Coatings and Research, Inc., is a corporation organized and existing under the laws of the State of Florida, with its principal office at 3706 Mercantile Avenue, Naples, Collier County, Florida, 34104.

B. Perma Marine International, Inc., is a corporation organized and existing under the laws of the State of Florida with its principal office at 3706 Mercantile Avenue, Naples, Collier County, Florida, 34104.

C. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that Perma Marine International, Inc. be merged into Tropitech pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

Section One. Merger. Perma Marine International, Inc. shall merge with and into Tropitech Coatings and Research, Inc., which shall be the surviving corporation.

Section Two. Terms and Conditions. On the effective date 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 then 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.

(a). In exchange for surviving corporations acceptance of any and all of absorbed corporation liabilities and obligations, the shareholders of the absorbed corporation agree not to require or receive converted shares from the surviving corporation.

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 effective date of the merger.

Section Five. Changes in Bylaws. The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

Section Six. Directors and Officers. The directors and officers of the surviving corporation on the effective 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. Prohibited Transactions. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporations may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

Section Eight. Approval by Shareholders. This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before 1 July 97, or at such other time as to which the boards of directors of the constituent corporations may agree.

Section Nine. Effective Date of Merger. The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State.

Section Ten. Abandonment of Merger. This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the stockholders of either the surviving or the absorbed corporation on or before 1 July 97; or

(b) If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of Florida.

Section Eleven. Execution of Agreement. This plan of the merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

J. J. Pines
President, Tropitech Coatings and Research, Inc.

[Corporate seals]

Attest: _____
Secretary

J. J. Pines
President, Perma Marine International, Inc.

[Corporate seals]

Attest: *Karenly Reed*
Secretary

**PERMA MARINE INTERNATIONAL, INC.
SHAREHOLDERS' RESOLUTION**

Since the board of directors of this corporation has approved a plan of merger at a meeting of directors duly held at 3706 Mercantile Court, Naples, Florida 34104 on 1 July 97, and ordered the plan to be submitted to the shareholders for approval at this meeting as provided by law; it is

Resolved, that the shareholders of this corporation ratify and adopt the plan of merger dated 1 July 97, between this corporation and Tropitech Coatings and Research, Inc., and direct the secretary of the corporation to insert a copy of the plan in the minute book of the corporation immediately following the minutes of this meeting; and

Further resolved, that the officers of this corporation are authorized and directed to execute all documents and take any further action as may be deemed necessary or advisable to carry out the accomplish the purposes of this resolution.

Written consent.

We, the undersigned, being a majority of the shareholders of Perma Marine International, Inc., and each owning and being entitled to vote the number of shares set forth opposite his or her name below, approve and consent to the adoption of the attached plan of merger of the corporation with Tropitech Coatings and Research, Inc.

Dated: 1 July 97

Name of Shareholder

Signature

FRAU KOEHLER - PMS

[Signature] PMS

**TROPITECH COATINGS AND RESEARCH, INC.
SHAREHOLDERS' RESOLUTION**

Since the board of directors of this corporation has approved a plan of merger at a meeting of directors duly held at 3706 Mercantile Court, Naples, Florida 34104 on 15 July 97, and ordered the plan to be submitted to the shareholders for approval at this meeting as provided by law; it is

Resolved, that the shareholders of this corporation ratify and adopt the plan of merger dated 15 July 97, between this corporation and Perma Marine International, Inc., and direct the secretary of the corporation to insert a copy of the plan in the minute book of the corporation immediately following the minutes of this meeting; and

Further resolved, that the officers of this corporation are authorized and directed to execute all documents and take any further action as may be deemed necessary or advisable to carry out the accomplish the purposes of this resolution.

Written consent.

We, the undersigned, being a majority of the shareholders of Tropitech Coatings and Research, Inc., and each owning and being entitled to vote the number of shares set forth opposite his or her name below, approve and consent to the adoption of the attached pain of merger of the corporation with Perma Marine International, Inc.

Dated: 15 July 97

Name of Shareholder	Signature
<u>FRAN KORSEK</u>	<u>[Signature]</u>
_____	_____
_____	_____
_____	_____

**Adoption of plan of merger or share exchange --Resolution of board of directors of
Perma Marine International, Inc.**

Since there has been submitted to and discussed at this meeting a plan providing for the merger of this corporation with Tropitech Coatings and Research, Inc.; and

Since this board of directors deems it to be in the best business interest of this corporation and its shareholders that this corporation be merged with Tropitech Coatings and Research, Inc.: it is

Resolved, that the terms and conditions of the plan of merger submitted to this meeting are approved and adopted, and that this corporation merge pursuant to the terms of such agreement; and

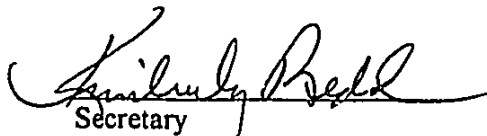
Further resolved, that the president and secretary are authorized and directed to execute and deliver to Tropitech Coatings and Research, Inc., in the name of the corporation, the plan of merger submitted to this meeting, a copy of which is attached as Exhibit "A" and incorporated by reference;


Further resolved, that the officers of this corporation are authorized and directed to take such steps as they may deem necessary or proper to obtain the approval of the plan by the vote of the holders of at least a majority of the outstanding shares of this corporation at a special meeting of shareholders called for 1 JULY 97, at COMP HEADQUARTERS; and

Further resolved, that 1 JULY 97 is fixed as the record date for determination of shareholders of the corporation entitled to vote on the proposed merger;

Further resolved, that the officers of this corporation are directed to prepare and execute articles of merger as required by the Florida Business Corporation Act, and to execute all documents and in general to take all necessary and proper action to carry out the purposes of these resolutions.

Dated: 1 JULY 97


Secretary


President

**Adoption of plan of merger or share exchange --Resolution of board of directors of
Tropitech Coatings and Research, Inc.**

Since there has been submitted to and discussed at this meeting a plan providing for the merger of this corporation with Perma Marine International, Inc.; and

Since this board of directors deems it to be in the best business interest of this corporation and its shareholders that this corporation be merged with Perma Marine International, Inc.: it is

Resolved, that the terms and conditions of the plan of merger submitted to this meeting are approved and adopted, and that this corporation merge pursuant to the terms of such agreement; and

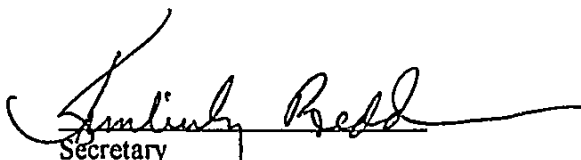
Further resolved, that the president and secretary are authorized and directed to execute and deliver to Perma Marine International, Inc., in the name of the corporation, the plan of merger submitted to this meeting, a copy of which is attached as Exhibit "A" and incorporated by reference;


Further resolved, that the officers of this corporation are authorized and directed to take such steps as they may deem necessary or proper to obtain the approval of the plan by the vote of the holders of at least a majority of the outstanding shares of this corporation at a special meeting of shareholders called for 1 July 97, at CONF HDQTRS; and

Further resolved, that 1 July 97 is fixed as the record date for determination of shareholders of the corporation entitled to vote on the proposed merger;

Further resolved, that the officers of this corporation are directed to prepare and execute articles of merger as required by the Florida Business Corporation Act, and to execute all documents and in general to take all necessary and proper action to carry out the purposes of these resolutions.

Dated: 1 July 97


Secretary


President

K11029

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

PERMA MARINE DISTRIBUTORS, INC., a Florida corporation, J63746

INTO

**TROPITECH COATINGS AND RESEARCH, INC., a Florida corporation,
K11029**

File date: August 13, 1997

Corporate Specialist: Joy Moon-French

Account number: 07210000032

Account charged: 122.50

K11029



ACCOUNT NO. : 072100000032

REFERENCE : 495166 157855A

AUTHORIZATION : *Patricia Pujols*

COST LIMIT : \$ 122.50

ORDER DATE : August 13, 1997

ORDER TIME : 9:53 AM

ORDER NO. : 495166-015

CUSTOMER NO: 157855A

300002265633--1

CUSTOMER: Raymond L. Schumann, Esq
Raymond L. Schumann, P.a.
Suite 300
7370 College Parkway
Fort Myers, FL 33907

ARTICLES OF MERGER

PERMA MARINE DISTRIBUTORS,
INC.

INTO

TROPITECH COATINGS AND
RESEARCH, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS:

FILED
97 AUG 13 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Jon J. J.
RECEIVED
97 AUG 13 AM 10:55
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 13, 1997

CSC
WARREN
TALLAHASSEE, FL

SUBJECT: TROPITECH COATINGS AND RESEARCH, INC.
Ref. Number: K11029

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

The merger should include the manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property.

NOTE: Attached are Articles of Dissolution for the three entities which are merging into the above named entity. Dissolved corporations can not merge. The merging corporations will cease to exist as a result of the merger. A corporation that ceases to exist as a result of a merger can not file Articles of Dissolution. If you choose not to file the mergers and would like to voluntarily dissolve these corporations, the Articles of Dissolution must meet either the requirements of 607.1401 or 607.1403, Florida Statutes; the documents you submitted do not meet the requirements of either of these statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 997A00040998

FILED

To: Department of State
Tallahassee, Florida 32314

Date paid: 97 AUG 13 PM 4: 26
Filing Fee: \$ _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF
Merger OF**

Tropitech Coatings and Research, Inc. and Perma Marine Distributors, Inc.

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of merger for the purpose of merging:

1. The names of the corporations which are parties to the within merger are Tropitech Coatings and Research, Inc., is the surviving corporation, and Perma Marine Distributors, Inc., the absorbed corporation.

2. On 1 July 97, the following plan of merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Florida Business Corporation Act.

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

Name of Corporation	Total Number of Shares Outstanding
<u>Tropitech</u>	<u>100%</u>
<u>Perma Marine Distributors, Inc.</u>	<u>100%</u>
_____	_____
_____	_____
_____	_____

4. As to each of the undersigned corporations, the total number of shares voted for and against the plan, respectively, are as follows:

Name of Corporation	Total Vote For	Total Vote Against
<u>Tropitech</u>	<u>100%</u>	<u>0</u>
<u>Perma Marine Distributors, Inc.</u>	<u>100%</u>	<u>0</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: 1 July 97

FRAN KOESSENT
Tropitech Coatings and Research, Inc.

By: FRAN KOESSENT
President

Seal

FRAN KOESSENT
Perma Marine Distributors, Inc.

By: FRAN KOESSENT
President

Seal

PLAN OF MERGER

Plan of merger dated 1 July 97 between Tropitech Coatings and Research, Inc., referred to as the surviving corporation, and Perma Marine Distributors, Inc., referred to as the absorbed corporation.

STIPULATIONS

A. Tropitech Coatings and Research, Inc., is a corporation organized and existing under the laws of the State of Florida, with its principal office at 3706 Mercantile Avenue, Naples, Collier County, Florida, 34104.

B. Perma Marine Distributors, Inc., is a corporation organized and existing under the laws of the State of Florida with its principal office at 3706 Mercantile Avenue, Naples, Collier County, Florida, 34104.

C. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that Perma Marine Distributors, Inc. be merged into Tropitech pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

Section One. Merger. Perma Marine Distributors, Inc. shall merge with and into Tropitech Coatings and Research, Inc., which shall be the surviving corporation.

Section Two. Terms and Conditions. On the effective date 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 then 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.

(a). In exchange for surviving corporations acceptance of any and all of absorbed corporation liabilities and obligations, the shareholders of the absorbed corporation agree not to require or receive converted shares from the surviving corporation.

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 effective date of the merger.

Section Five. Changes in Bylaws. The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

Section Six. Directors and Officers. The directors and officers of the surviving corporation on the effective 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. Prohibited Transactions. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporations may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

Section Eight. Approval by Shareholders. This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before 1 July 97, or at such other time as to which the boards of directors of the constituent corporations may agree.

Section Nine. Effective Date of Merger. The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State.

Section Ten. Abandonment of Merger. This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the stockholders of either the surviving or the absorbed corporation on or before 1 July 97; or

(b) If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of Florida.

Section Eleven. Execution of Agreement. This plan of the merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

G. R. T. Pres
President, Tropitech Coatings and Research, Inc.

[Corporate seals]

Attest: _____
Secretary

G. R. T. Pres
President, Perma Marine Distributors, Inc.

[Corporate seals]

Attest: *Kimberly Reed*
Secretary

**PERMA MARINE DISTRIBUTORS, INC.
SHAREHOLDERS' RESOLUTION**

Since the board of directors of this corporation has approved a plan of merger at a meeting of directors duly held at 3706 Mercantile Court, Naples, Florida 34104 on 1 July 97, and ordered the plan to be submitted to the shareholders for approval at this meeting as provided by law; it is

Resolved, that the shareholders of this corporation ratify and adopt the plan of merger dated 1 July 97, between this corporation and Tropitech Coatings and Research, Inc., and direct the secretary of the corporation to insert a copy of the plan in the minute book of the corporation immediately following the minutes of this meeting; and

Further resolved, that the officers of this corporation are authorized and directed to execute all documents and take any further action as may be deemed necessary or advisable to carry out the accomplish the purposes of this resolution.

Written consent.

We, the undersigned, being a majority of the shareholders of Perma Marine Distributors, Inc., and each owning and being entitled to vote the number of shares set forth opposite his or her name below, approve and consent to the adoption of the attached plan of merger of the corporation with Tropitech Coatings and Research, Inc.

Dated: 1 July 97

Name of Shareholder

Signature

FRAN KORBERT - PRES

[Signature]

**TROPITECH COATINGS AND RESEARCH, INC.
SHAREHOLDERS' RESOLUTION**

Since the board of directors of this corporation has approved a plan of merger at a meeting of directors duly held at 3706 Mercantile Court, Naples, Florida 34104 on 1 July 97, and ordered the plan to be submitted to the shareholders for approval at this meeting as provided by law; it is

Resolved, that the shareholders of this corporation ratify and adopt the plan of merger dated 1 July 97, between this corporation and Perma Marine Distributors, Inc., and direct the secretary of the corporation to insert a copy of the plan in the minute book of the corporation immediately following the minutes of this meeting; and

Further resolved, that the officers of this corporation are authorized and directed to execute all documents and take any further action as may be deemed necessary or advisable to carry out the accomplish the purposes of this resolution.

Written consent.

We, the undersigned, being a majority of the shareholders of Tropitech Coatings and Research, Inc., and each owning and being entitled to vote the number of shares set forth opposite his or her name below, approve and consent to the adoption of the attached paln of merger of the corporation with Perma Marine Distributors, Inc.

Dated: 1 July 97

Name of Shareholder

Signature

FRAN KOESSENT

[Signature]

**Adoption of plan of merger or share exchange --Resolution of board of directors of
Perma Marine Distributors, Inc.**

Since there has been submitted to and discussed at this meeting a plan providing for the merger of this corporation with Tropitech Coatings and Research, Inc.; and

Since this board of directors deems it to be in the best business interest of this corporation and its shareholders that this corporation be merged with Tropitech Coatings and Research, Inc.: it is

Resolved, that the terms and conditions of the plan of merger submitted to this meeting are approved and adopted, and that this corporation merge pursuant to the terms of such agreement; and

Further resolved, that the president and secretary are authorized and directed to execute and deliver to Tropitech Coatings and Research, Inc., in the name of the corporation, the plan of merger submitted to this meeting, a copy of which is attached as Exhibit "A" and incorporated by reference;

Further resolved, that the officers of this corporation are authorized and directed to take such steps as they may deem necessary or proper to obtain the approval of the plan by the vote of the holders of at least a majority of the outstanding shares of this corporation at a special meeting of shareholders called for 1 July 97, at Coast. H. D. O. T. S.; and

Further resolved, that 1 July 97 is fixed as the record date for determination of shareholders of the corporation entitled to vote on the proposed merger;

Further resolved, that the officers of this corporation are directed to prepare and execute articles of merger as required by the Florida Business Corporation Act, and to execute all documents and in general to take all necessary and proper action to carry out the purposes of these resolutions.

Dated: 1 July 97

of M. J. P. S.
President

Kimberly Beld
Secretary

**Adoption of plan of merger or share exchange—Resolution of board of directors of
Tropitech Coatings and Research, Inc.**

Since there has been submitted to and discussed at this meeting a plan providing for the merger of this corporation with Perma Marine Distributors, Inc.; and

Since this board of directors deems it to be in the best business interest of this corporation and its shareholders that this corporation be merged with Perma Marine Distributors, Inc.: it is

Resolved, that the terms and conditions of the plan of merger submitted to this meeting are approved and adopted, and that this corporation merge pursuant to the terms of such agreement; and

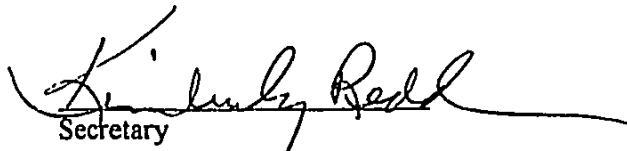
Further resolved, that the president and secretary are authorized and directed to execute and deliver to Perma Marine Distributors, Inc., in the name of the corporation, the plan of merger submitted to this meeting, a copy of which is attached as Exhibit "A" and incorporated by reference;

Further resolved, that the officers of this corporation are authorized and directed to take such steps as they may deem necessary or proper to obtain the approval of the plan by the vote of the holders of at least a majority of the outstanding shares of this corporation at a special meeting of shareholders called for 1 July 57, at Corp. Hdqtrs; and

Further resolved, that 1 July 57 is fixed as the record date for determination of shareholders of the corporation entitled to vote on the proposed merger;

Further resolved, that the officers of this corporation are directed to prepare and execute articles of merger as required by the Florida Business Corporation Act, and to execute all documents and in general to take all necessary and proper action to carry out the purposes of these resolutions.

Dated: 1 July 57


Secretary

927 PMS
President

K11029

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

PERMA MARINE, INC., a Florida corporation, J21021

INTO

**TROPITECH COATINGS AND RESEARCH, INC., a Florida corporation,
K11029**

File date: August 13, 1997

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 122.50



K11029

ACCOUNT NO. : 072100000032

REFERENCE : 495166 157855A

AUTHORIZATION : *Patricia Pyjunt*

COST LIMIT : \$ 122.50

ORDER DATE : August 13, 1997

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CUSTOMER NO: 157855A

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CUSTOMER: Raymond L. Schumann, Esq
Raymond L. Schumann, P.a.
Suite 300
7370 College Parkway
Fort Myers, FL 33907

ARTICLES OF MERGER

PERMA MARINE, INC.

INTO

TROPITECH COATINGS AND
RESEARCH, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS: _____

FILED
97 AUG 13 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
9/14
RECEIVED
97 AUG 13 AM 10:55
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 13, 1997

CSC
WARREN
TALLAHASSEE, FL

SUBJECT: TROPITECH COATINGS AND RESEARCH, INC.
Ref. Number: K11029

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

The merger should include the manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property.

NOTE: Attached are Articles of Dissolution for the three entities which are merging into the above named entity. Dissolved corporations can not merge. The merging corporations will cease to exist as a result of the merger. A corporation that ceases to exist as a result of a merger can not file Articles of Dissolution. If you choose not to file the mergers and would like to voluntarily dissolve these corporations, the Articles of Dissolution must meet either the requirements of 607.1401 or 607.1403, Florida Statutes; the documents you submitted do not meet the requirements of either of these statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 997A00040998

To: Department of State
Tallahassee, Florida 32314

Date paid: _____
Filing Fee: \$ 97 AUG 13 PM 4:22

FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF
Merger OF
Tropitech Coatings and Research, Inc. and Perma Marine, Inc.**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of merger for the purpose of merging:

1. The names of the corporations which are parties to the within merger are Tropitech Coatings and Research, Inc., is the surviving corporation, and Perma Marine, Inc., the absorbed corporation.

2. On 1 July 97, the following plan of merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Florida Business Corporation Act.

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

Name of Corporation	Total Number of Shares Outstanding
<u>Tropitech</u>	<u>100%</u>
<u>Perma Marine, Inc.</u>	<u>100%</u>
_____	_____
_____	_____
_____	_____

4. As to each of the undersigned corporations, the total number of shares voted for and against the plan, respectively, are as follows:

Name of Corporation	Total Vote For	Total Vote Against
<u>Tropitech</u>	<u>100%</u>	<u>0</u>
<u>Perma Marine, Inc.</u>	<u>100%</u>	<u>0</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: _____

CPTR Pres
Tropitech Coatings and Research, Inc.

By: *FRAN KOEBERT*
President

Seal

CPTR Pres
Perma Marine, Inc.

By: *FRAN KOEBERT*
President

Seal

PLAN OF MERGER

Plan of merger dated July 97 between Tropitech Coatings and Research, Inc., referred to as the surviving corporation, and Perma Marine, Inc., referred to as the absorbed corporation.

STIPULATIONS

A. Tropitech Coatings and Research, Inc., is a corporation organized and existing under the laws of the State of Florida, with its principal office at 3706 Mercantile Avenue, Naples, Collier County, Florida, 34104.

B. Perma Marine, Inc., is a corporation organized and existing under the laws of the State of Florida with its principal office at 3706 Mercantile Avenue, Naples, Collier County, Florida, 34104.

C. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that Perma Marine, Inc. be merged into Tropitech pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

Section One. Merger. Perma Marine, Inc. shall merge with and into Tropitech Coatings and Research, Inc., which shall be the surviving corporation.

Section Two. Terms and Conditions. On the effective date 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 then 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.

(a). In exchange for surviving corporations acceptance of any and all of absorbed corporation liabilities and obligations, the shareholders of the absorbed corporation agree not to require or receive converted shares from the surviving corporation.

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 effective date of the merger.

Section Five. Changes in Bylaws. The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

Section Six. Directors and Officers. The directors and officers of the surviving corporation on the effective 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. Prohibited Transactions. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporations may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

Section Eight. Approval by Shareholders. This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before 1 July 57, or at such other time as to which the boards of directors of the constituent corporations may agree.

Section Nine. Effective Date of Merger. The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State.

Section Ten. Abandonment of Merger. This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the stockholders of either the surviving or the absorbed corporation on or before 1 July 57; or

(b) If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of Florida.

Section Eleven. Execution of Agreement. This plan of the merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

W. J. Pius
President, Tropitech Coatings and Research, Inc.

[Corporate seals]

Attest: _____
Secretary

W. J. Pius
President, Perma Marine, Inc.

[Corporate seals]

Attest: *Kimberly Redd*
Secretary

**PERMA MARINE, INC.
SHAREHOLDERS' RESOLUTION**

Since the board of directors of this corporation has approved a plan of merger at a meeting of directors duly held at 3706 Mercantile Court, Naples, Florida 34104 on 1 July 97, and ordered the plan to be submitted to the shareholders for approval at this meeting as provided by law; it is

Resolved, that the shareholders of this corporation ratify and adopt the plan of merger dated 1 July 97, between this corporation and Tropitech Coatings and Research, Inc., and direct the secretary of the corporation to insert a copy of the plan in the minute book of the corporation immediately following the minutes of this meeting; and

Further resolved, that the officers of this corporation are authorized and directed to execute all documents and take any further action as may be deemed necessary or advisable to carry out the accomplish the purposes of this resolution.

Written consent.

We, the undersigned, being a majority of the shareholders of Perma Marine, Inc., and each owning and being entitled to vote the number of shares set forth opposite his or her name below, approve and consent to the adoption of the attached plan of merger of the corporation with Tropitech Coatings and Research, Inc.

Dated: 1 July 97

Name of Shareholder

Signature

FRAN KOBBERT 7 shares

[Signature] 7 shares

**TROPITECH COATINGS AND RESEARCH, INC.
SHAREHOLDERS' RESOLUTION**

Since the board of directors of this corporation has approved a plan of merger at a meeting of directors duly held at 3706 Mercantile Court, Naples, Florida 34104 on 1 July 97, and ordered the plan to be submitted to the shareholders for approval at this meeting as provided by law; it is

Resolved, that the shareholders of this corporation ratify and adopt the plan of merger dated 1 July 97, between this corporation and Perma Marine, Inc., and direct the secretary of the corporation to insert a copy of the plan in the minute book of the corporation immediately following the minutes of this meeting; and

Further resolved, that the officers of this corporation are authorized and directed to execute all documents and take any further action as may be deemed necessary or advisable to carry out the accomplish the purposes of this resolution.

Written consent.

We, the undersigned, being a majority of the shareholders of Tropitech Coatings and Research, Inc., and each owning and being entitled to vote the number of shares set forth opposite his or her name below, approve and consent to the adoption of the attached pain of merger of the corporation with Perma Marine, Inc.

Dated: 1 July 97

Name of Shareholder	Signature
<u>FRAN ROBERT</u>	<u>[Signature]</u>
_____	_____
_____	_____
_____	_____

**Adoption of plan of merger or share exchange --Resolution of board of directors of
Perma Marine, Inc.**

Since there has been submitted to and discussed at this meeting a plan providing for the merger of this corporation with Tropitech Coatings and Research, Inc.; and

Since this board of directors deems it to be in the best business interest of this corporation and its shareholders that this corporation be merged with Tropitech Coatings and Research, Inc.: it is

Resolved, that the terms and conditions of the plan of merger submitted to this meeting are approved and adopted, and that this corporation merge pursuant to the terms of such agreement; and

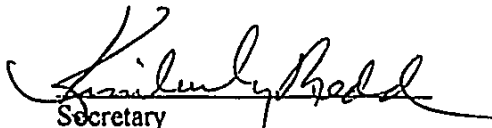
Further resolved, that the president and secretary are authorized and directed to execute and deliver to Tropitech Coatings and Research, Inc., in the name of the corporation, the plan of merger submitted to this meeting, a copy of which is attached as Exhibit "A" and incorporated by reference;

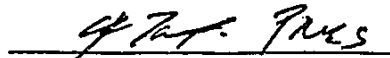
Further resolved, that the officers of this corporation are authorized and directed to take such steps as they may deem necessary or proper to obtain the approval of the plan by the vote of the holders of at least a majority of the outstanding shares of this corporation at a special meeting of shareholders called for 1 July 97, at Corp HQ; and

Further resolved, that 1 July 97 is fixed as the record date for determination of shareholders of the corporation entitled to vote on the proposed merger;

Further resolved, that the officers of this corporation are directed to prepare and execute articles of merger as required by the Florida Business Corporation Act, and to execute all documents and in general to take all necessary and proper action to carry out the purposes of these resolutions.

Dated: 1 July 97


Secretary


President

**Adoption of plan of merger or share exchange --Resolution of board of directors of
Tropitech Coatings and Research, Inc.**

Since there has been submitted to and discussed at this meeting a plan providing for the merger of this corporation with Perma Marine, Inc.; and

Since this board of directors deems it to be in the best business interest of this corporation and its shareholders that this corporation be merged with Perma Marine, Inc.: it is

Resolved, that the terms and conditions of the plan of merger submitted to this meeting are approved and adopted, and that this corporation merge pursuant to the terms of such agreement; and

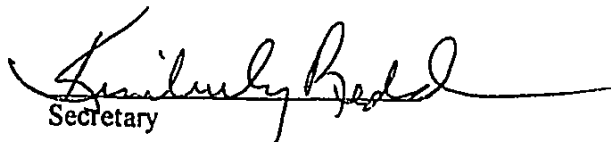
Further resolved, that the president and secretary are authorized and directed to execute and deliver to Perma Marine, Inc., in the name of the corporation, the plan of merger submitted to this meeting, a copy of which is attached as Exhibit "A" and incorporated by reference;

Further resolved, that the officers of this corporation are authorized and directed to take such steps as they may deem necessary or proper to obtain the approval of the plan by the vote of the holders of at least a majority of the outstanding shares of this corporation at a special meeting of shareholders called for 1 July 97, at Coast Apartments; and

Further resolved, that 1 July 97 is fixed as the record date for determination of shareholders of the corporation entitled to vote on the proposed merger;

Further resolved, that the officers of this corporation are directed to prepare and execute articles of merger as required by the Florida Business Corporation Act, and to execute all documents and in general to take all necessary and proper action to carry out the purposes of these resolutions.

Dated: 1 July 97


Secretary


President