

H 26204

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September 7, 2000

Via Certified Mail
Return Receipt Requested
7099-3400-0005-2791-9342

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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Re: Merger of Evets Products America Corporation into Jensen Scientific Products, Inc.
File No. 7210.002

Dear Sir/Madam:

Enclosed for filing please find Articles of Merger regarding the merger of Evets Products America Corporation into Jensen Scientific Products, Inc., as well as a check in the amount of \$78.75 representing the fee therefor plus a certified copy thereof. Please file the Articles of Merger.

If you have any questions, please contact me.

Very truly yours,


Steven C. Elkin
For the Firm

SCE/rjd
Enclosures

FILED
00 SEP 13 PM 12:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger

T. LEWIS SEP 25 2000

ARTICLES OF MERGER
Merger Sheet

MERGING:

EVETS PRODUCTS AMERICA CORPORATION, a Florida corporation,
P92000014030.

INTO

JENSEN SCIENTIFIC PRODUCTS, INC., a Florida entity, K26204

File date: September 13, 2000

Corporate Specialist: Thelma Lewis

**ARTICLES OF MERGER
(Plan of Merger Attached)**

of

EVETS PRODUCTS AMERICA CORPORATION, a Florida corporation

with and into

JENSEN SCIENTIFIC PRODUCTS, INC., a Florida corporation

FILED
00 SEP 13 PM 12:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1101 et al. of the Florida Business Corporation Act ("Florida Act"), each of Evets Products America Corporation, a Florida corporation (the "Merging Corporation") and Jensen Scientific Products, Inc., a Florida corporation (the "Surviving Corporation") adopts the following Articles of Merger (the "Articles") and certifies as follows:

1. Evets Products America Corporation, 3700 N.W. 124th Avenue, Unit 102, Coral Springs, FL 33065; FEI Number: 65-0379848; Florida Document Number: P92000014030.
2. Jensen Scientific Products, Inc., 3700 N.W. 124th Avenue, Unit 102, Coral Springs, FL 33065; FEI Number: 65-0065985; Florida Document Number: K26204.
3. A Plan of Merger, a copy of which is attached hereto and incorporated herein by reference as Exhibit "A" (the "Plan"), has been approved and adopted by the Merging Corporation and the Surviving Corporation in accordance with Section 607.1101 et al. of the Florida Act. The Plan provides for the merger (the "Merger") of the Merging Corporation into the Surviving Corporation, with the Surviving Corporation being the surviving entity in the Merger.
4. The Plan was (i) adopted by the Board of Directors, and approved by the shareholders of the Merging Corporation on July 1st, 2000, and (ii) adopted by the Board of Directors, and approved by the shareholders of the Surviving Corporation on July 1st, 2000.
5. The effective date of the Merger shall be the date on which these Articles of Merger are filed with the Florida Department of State.
6. The Surviving Corporation shall be responsible for the payment of all fees of the Merging Corporation and will be obligated to pay such fees if same are not timely paid.

7. The Merger is not prohibited by any regulation or the Articles of Incorporation of the Surviving Corporation.
8. These Articles may be executed in any number of counterparts, each of which shall be deemed to be an original, but all such separate counterparts shall together constitute but one and the same agreement.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed this 10 day of August, 2000, by each of their duly authorized representatives.

EVETS PRODUCTS AMERICA CORPORATION, as the Merging Corporation

By: _____

Craig Gooding, President

JENSEN SCIENTIFIC PRODUCTS, INC., as the Surviving Corporation

By: _____

Stephen R. Little, President

PLAN OF MERGER

This Plan of Merger (the "Plan"), having been adopted on July 1, 2000 by Evets Products America Corporation, a Florida corporation (the "Merging Corporation"), and on July 1, 2000 by Jensen Scientific Products, Inc., a Florida corporation (the "Surviving Corporation"), pertains to the merger of the Merging Corporation with and into the Surviving Corporation (the Merging Corporation and the Surviving Corporation shall be collectively referred to hereinafter as, the "Constituent Entities").

RECITALS

A. The Board of Directors and the Shareholders (as hereinafter defined), as appropriate, of the Constituent Entities have determined that it is advisable and in the best interest of the Constituent Entities and their shareholders that the Merging Corporation be merged (the "Merger") with and into the Surviving Corporation on the terms and subject to the conditions set forth herein.

B. The Surviving Corporation was incorporated in the State of Florida on the 15th day of June, 1988 under the name Jensen Scientific Products, Inc., and shall be the surviving corporation in the Merger.

C. The Merging Corporation was incorporated in the State of Florida on the 21st day of December, 1992 under the name Evets Products America Corporation and shall be the merging corporation in the Merger.

D. The Merging Corporation has authorized one hundred (100) shares of common stock, of which ten (10) shares are currently issued and outstanding. The issued and outstanding common stock of the Merging Corporation are the only shares of the capital stock of the Merging Corporation outstanding and entitled to vote on the Merger. All of the outstanding shares are held by Stephen R. Little.

E. The Surviving Corporation has authorized one hundred (100) shares of common stock, of which ten (10) shares are currently issued and outstanding. The issued and outstanding common stock of the Surviving Corporation are the only shares of the capital stock of the Surviving Corporation outstanding and entitled to vote on the Merger. All of the outstanding shares are held by Stephen R. Little.

ARTICLE I. **The Merger**

At the Effective Time (as defined in Article III(A) hereof), the Merging Corporation shall be merged with and into the Surviving Corporation in accordance with the Florida Business Corporation Act (the "Florida Act"), and the separate existence of the Merging Corporation shall cease and the Surviving Corporation shall thereafter continue as the surviving entity under the laws of the State of Florida.

A. At the Effective Time, the Articles of Incorporation and Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation and Bylaws of the Surviving Corporation.

B. At the Effective Time, the officers and directors of the Surviving Corporation shall be the officers and directors of the Surviving Corporation until their successors are duly elected and have qualified.

ARTICLE II.

Manner and Basis of Converting Ownership Interest and Other Rights

At the Effective Time, the common stock of the Merging Corporation shall be exchanged for common stock of the Surviving Corporation such that Stephen R. Little shall exchange his ten (10) shares of common stock in the Merging Corporation for ten (10) shares of common stock in the Surviving Corporation. Other than as set forth in the previous sentence, there are no rights to acquire interests, shares, obligations or other securities of the Merging Corporation or any of its shareholders to be converted into rights to acquire interests, shares, obligations, other securities, cash or other property, in whole or in part, of the Surviving Corporation.

ARTICLE III.

Effect of Merger

A. The effective time of the Merger (the "Effective Time") shall be the date on which the Articles of Merger are filed with the Florida Department of State.

B. At the Effective Time, all property, rights, privileges, powers and franchises of the Merging Corporation shall vest in the Surviving Corporation, and all debts, liabilities, duties and obligations of the Merging Corporation shall become liabilities and obligations of the Surviving Corporation.