



THE UNITED STATES
CORPORATION
COMPANY

K92690

FILED
JAN 25 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 971846 4804310

AUTHORIZATION :

Patricia Pygott

COST LIMIT : \$ 70.00

ORDER DATE : January 19, 2001

ORDER TIME : 9:11 AM

ORDER NO. : 971846-010

CUSTOMER NO: 4804310

500003574175--5

CUSTOMER: Shannon Frank, Legal Assistant
Walter Conston Alexander &
90 Park Avenue
14th Floor
New York, NY 10016-1387

ARTICLES OF MERGER

GIRINDUS CORPORATION

INTO

GIRINDUS CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS: _____

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

01 JAN 25 AM 10:42

RECEIVED

G. OULLIETTE JAN 25 2001

ARTICLES OF MERGER
Merger Sheet

MERGING:

GIRINDUS CORPORATION, a Florida corporation, K92690

INTO

GIRINDUS CORPORATION, a Delaware corporation not qualified in Florida.

File date: January 25, 2001

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 70.00

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Girindus Corporation 34650 US Highway 19 North, Suite 208 Palm Harbor, FL 34684	Florida	profit corporation
Florida Document/Registration Number: K92690		FEI Number: 22-2708746
2. Girindus Corporation c/o Walter, Conston, Alexander & Green, P.C. 90 Park Avenue New York, NY 10016	Delaware	profit corporation
Florida Document/Registration Number: N/A		FEI Number: 13-4150703
3. _____ _____ _____		FEI Number: _____
Florida Document/Registration Number: _____		
4. _____ _____ _____		FEI Number: _____
Florida Document/Registration Number: _____		

(Attach additional sheet(s) if necessary)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Girindus Corporation c/o Walter, Conston, Alexander & Green, P.C. 90 Park Avenue New York, NY 10016	Delaware	profit corporation
Florida Document/Registration Number: N/A	FEI Number: 13-4150703	

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

January 25, 2001

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

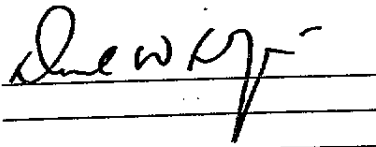
(Note: Please see instructions for required signatures.)

Name of Entity

Girindus Corporation

(a Delaware corporation)

Signature(s)

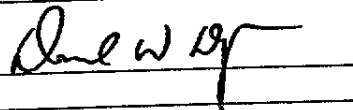


Typed or Printed Name of Individual

David W. Detjen, Secretary

Girindus Corporation

(a Florida corporation)



David W. Detjen, Asst. Secretary

(Attach additional sheet(s) if necessary)

AGREEMENT AND PLAN OF MERGER

OF

GIRINDUS CORPORATION
(a Florida corporation)

WITH AND INTO

GIRINDUS CORPORATION
(a Delaware corporation)

This AGREEMENT AND PLAN OF MERGER, dated as of January 2, 2001 (the "Plan of Merger"), adopted and entered into by GIRINDUS CORPORATION, a corporation organized under the laws of the State of Delaware ("GirCorp Delaware" or the "Surviving Corporation"), and GIRINDUS CORPORATION, a corporation organized under the laws of the State of Florida ("GirCorp Florida" or the "Non-Surviving Corporation" or a "Constituent Corporation", and, together with GirCorp Delaware, the "Constituent Corporations"), pursuant to resolutions of their respective Boards of Directors and Stockholders;

WITNESSETH:

WHEREAS, the Florida Business Corporation Act and the Delaware General Corporation Law each permit the merger of GirCorp Florida with and into GirCorp Delaware (the "Merger"); and

WHEREAS, the Board of Directors of each of the Constituent Corporations has deemed it to be in the best interests of the respective Constituent Corporation to effect the Merger, the Merger to qualify as a tax-free reorganization under Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended; and

WHEREAS, each of the Constituent Corporations has authorized and approved the Merger and authorized, approved and adopted this Plan of Merger by resolutions of its Board of Directors and of the holders of each class and series of its capital stock entitled to vote thereon;

NOW THEREFORE, in consideration of the premises and for other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the parties hereto, intending to be legally bound hereby, agree as follows:

1. Name of Constituent Corporations; Name of Surviving Corporation. The constituent corporations to the Merger are GIRINDUS CORPORATION, a corporation organized under the laws of the State of Delaware, and GTRINDUS CORPORATION, a

corporation organized under the laws of the State of Florida. The name of the Surviving Corporation into which the Non-Surviving Corporation shall merge is as follows:

GIRINDUS CORPORATION.

2. Merger. The Constituent Corporations shall, pursuant to the provisions of the Delaware General Corporation Law and the provisions of the Florida Business Corporation Act, be merged on the Effective Date provided for in Section 9 herein. The Surviving Corporation shall continue to exist as the surviving corporation pursuant to the provisions of the Delaware General Corporation Law. The separate existence of the Non-Surviving Corporation shall cease on the Effective Date in accordance with the laws of the State of Florida, the jurisdiction of its organization.

3. Articles of Incorporation and By-Laws of Surviving Corporation. The Certificate of Incorporation of GirCorp Delaware in effect on the Effective Date shall be the Certificate of Incorporation of the Surviving Corporation, and shall continue in full force and effect until changed, altered or amended in the manner prescribed by the provisions of the Delaware General Corporation Law. The By-Laws of GirCorp Delaware in effect on the Effective Date shall be the By-Laws of the Surviving Corporation and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Delaware General Corporation Law.

4. Management of Surviving Corporation. The directors and officers of GirCorp Delaware in office on the Effective Date shall be the members of the Board of Directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the next annual meeting of Stockholders and the Board of Directors of the Surviving Corporation, and until their respective successors are elected and qualified, or until their earlier resignation or removal in accordance with the By-Laws of the Surviving Corporation.

5. Authorized Capital. The authorized capital stock of GirCorp Delaware in effect on the Effective Date shall be the authorized capital stock of the Surviving Corporation, unless and until it shall be changed in the manner prescribed by the provisions of the Delaware General Corporation Law.

6. Conversion of Stock. (a) The Surviving Corporation presently has issued and outstanding ten (10) shares of common stock, without par value, which shares are the only outstanding shares of the Surviving Corporation and are issued and outstanding to and in the name of Girindus AG.

(b) The Non-Surviving Corporation presently has issued and outstanding one hundred (100) shares of common stock, without par value, which shares are the only outstanding shares of the Non-Surviving Corporation and are issued and outstanding to and in the name of Girindus AG.

(c) The manner and basis of converting the shares of each Constituent Corporation into shares, obligations or other securities of the Surviving Corporation, and the

manner and basis of converting rights to acquire shares of each Constituent Corporation into rights to acquire shares, obligations and other securities of the Surviving Corporation shall be as follows:

(i) Shares of GirCorp Delaware. On the Effective Date, each issued and outstanding share of Common Stock, without par value, of GirCorp Delaware, and all rights in respect thereof, all of which such shares are held directly by Girindus AG, shall continue to constitute and thus become one issued and outstanding share of Common Stock, without par value, of the Surviving Corporation.

(ii) Shares of GirCorp Florida. On the Effective Date, each issued and outstanding share of Common Stock, without par value, of GirCorp Florida, and all rights in respect thereof, all of which such shares are held directly by Girindus AG, shall cease to exist, the certificates therefor shall be surrendered to the Surviving Corporation and canceled, and no shares of the Surviving Corporation shall be issued in exchange therefor.

The provisions of this Section 6(c) have the result that the direct holder of all of the capital stock of each Constituent Corporation shall, on the Effective Date, be the direct holder of all of the capital stock of the Surviving Corporation.

7. Effect of Merger. Without limiting the effect of the Merger as provided by the laws of the jurisdictions of incorporation of the Constituent Corporations, on the Effective Date, all the rights, privileges, immunities, powers, purposes and franchises of each of the Constituent Corporations, whether of a public or a private nature, and all property, real, personal and mixed and all debts due to each of said Constituent Corporations, on whatever account, as well for stock subscriptions, causes of action or other rights and any other assets of any kind or description belonging to either of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and shall be thereafter the property of the Surviving Corporation as they were of the respective Constituent Corporations, and the title to any real or personal property, whether by deed or otherwise, vested in each of the Constituent Corporations, shall not revert or be in any way impaired by reason hereof; provided, however, that all rights of creditors and all liens upon any property of each of the Constituent Corporations shall be preserved unimpaired with respect to the property affected by such liens immediately prior to the Effective Date, and all debts, liabilities, obligations, duties, terms, conditions, restrictions, or disabilities of each Constituent Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if they had been incurred or contracted by it. If at any time the Surviving Corporation shall consider or be advised that any further assignments or other actions are necessary or desirable to vest in the Surviving Corporation the title to any property or rights of the Non-Surviving Corporation, according to the terms hereof, the proper officers and directors of such Non-Surviving Corporation shall execute and make all such proper assignments and take such other action necessary or proper to vest title in such property or rights in the Surviving Corporation and otherwise to carry out the purposes of this Plan of Merger.

8. Effectuation of Merger. Pursuant to resolutions of the Board of Directors and the Sole Shareholder of the Non-Surviving Corporation duly authorizing the Merger in compliance with the laws of the jurisdiction of organization of the Non-Surviving Corporation,

8. Effectuation of Merger. Pursuant to resolutions of the Board of Directors and the Sole Shareholder of the Non-Surviving Corporation duly authorizing the Merger in compliance with the laws of the jurisdiction of organization of the Non-Surviving Corporation, and pursuant to resolutions of the Board of Directors and the Sole Shareholder of the Surviving Corporation duly authorizing the Merger in the manner prescribed by the provisions of the Delaware General Corporation Law, the Non-Surviving Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Delaware and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger. The officers of the Non-Surviving Corporation and of the Surviving Corporation, respectively, acting alone or together, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or cause to be recorded any and all instruments, papers, and documents which any of them shall deem to be or become necessary, proper, or convenient to carry out or put into effect the provisions of this Plan of Merger and the Merger provided for herein.

9. Effective Date of Merger. The Merger provided for herein shall be effective on January 25, 2001 (the "Effective Date") or as soon thereafter as shall, in the judgment of any officer of the Surviving Corporation, be practicable, in which event such latter date shall be deemed the "Effective Date" hereunder. The Certificate of Merger filed with the Delaware Secretary of State shall provide that the Merger and such Certificate of Merger shall become effective on the Effective Date, and the Articles of Merger filed with the Florida Department of State shall provide that the Merger and such Articles of Merger shall become effective as of the Effective Date.

10. Amendment. This Plan of Merger may be amended by the Boards of Directors of the Constituent Corporations prior to the earlier of (i) the time that a Certificate of Merger is filed with the Delaware Secretary of State, and (ii) the time that Articles of Merger are filed with the Florida Department of State; provided, however, that an amendment made subsequent to the adoption of this Plan of Merger by the stockholders of either Constituent Corporation shall not effect any changes set forth in Section 251(d) of the Delaware General Corporation Law without further approval by such stockholders.

11. Abandonment of Merger. The Constituent Corporations may abandon the Merger and terminate this Plan of Merger, notwithstanding the authorization of the Merger by the Boards of Directors and shareholders of the Constituent Corporations, subject to any contractual rights, at any time prior to the earlier of (i) the time that a certificate of merger is filed with the Delaware Secretary of State, and (ii) the time that articles of merger are filed with the Florida Secretary of State, by action of the Boards of Directors of both Constituent Corporations, as evidenced by appropriate resolutions, and without action by the stockholders of the Constituent Corporations.

12. Service of Process. GirCorp Delaware hereby agrees that it may be served with process in Florida in a proceeding for enforcement of any obligation of the Non-Surviving Corporation, as well as for enforcement of any obligation of the Surviving Corporation arising

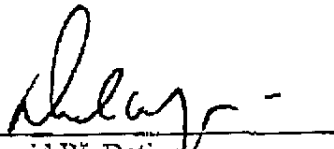
Corporation, c/o Walter, Conston, Alexander & Green, P.C., 90 Park Avenue, New York, NY 10016, Attention: David W. Detjen, Esq.

13. Counterparts. This Plan of Merger may be executed in one or more counterparts, each of which shall be deemed an original and all of which taken together shall constitute but one and the same Plan of Merger.

IN WITNESS WHEREOF, the Constituent Corporations have caused this Agreement and Plan of Merger to be adopted, approved, executed, certified, as of the 2nd day of January 2001, to be effective as of the Effective Date as provided in Section 9 hereof.


GIRINDUS CORPORATION, a Florida Corporation

Attest:



David W. Detjen
Assistant Secretary

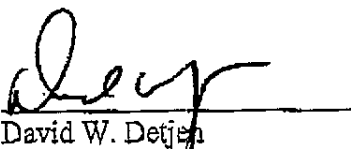
By



Robert F. Link
President

GIRINDUS CORPORATION, a Delaware Corporation

Attest:



David W. Detjen
Secretary

By



Juerg Sander
President

CERTIFICATION

I, David W. Detjen, Secretary of GIRINDUS CORPORATION, a Delaware corporation ("GirCorp Delaware") and Assistant Secretary of GIRINDUS CORPORATION, a Florida corporation ("GirCorp Florida"), do hereby certify that attached hereto is a true and complete copy of the Agreement and Plan of Merger of GirCorp Florida with and into GirCorp Delaware adopted and approved by the Board of Directors and Stockholders of GirCorp Delaware and by the Board of Directors and Shareholders of GirCorp Florida.

Dated: Jan 24, 2001



David W. Detjen