

LO2000004059



ACCOUNT NO. : 072100000032

REFERENCE : 504166 7270666

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 60.00

ORDER DATE : March 29, 2002

ORDER TIME : 4:46 PM

ORDER NO. : 504166-005

CUSTOMER NO: 7270666

500005178485--3

CUSTOMER: Douglas Bowdoin, Esq
Beusse, Brownlee, Bowdoin &
Suite 2500
390 North Orange Avenue
Orlando, FL 32801

ARTICLES OF MERGER

AC LASERS, INC.

INTO

AC LASERS, LLC

RECEIVED
02 APR - 1 AM 8:40
DIVISION OF CORPORATION
FILED
02 APR - 1 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Examiner DCC
Updater XX CERTIFIED COPY
PLAIN STAMPED COPY

Updater Verifier CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

Acknowledgement DCC

W. P. Verifier DCC

ARTICLES OF MERGER
Merger Sheet

MERGING:

AC LASERS, INC., A Florida Corporation (P02000009649)

into

AC LASERS, LLC, a Florida entity L02000004059

File date: April 1, 2002

Corporate Specialist: Diane Cushing

Account number: 072100000032

Amount charged: 60.00

ARTICLES OF MERGER OF

AC LASERS, INC. - P02000009649
(a Florida corporation)

and

AC LASERS, LLC L02000004059
(a Florida limited liability company)

Pursuant to the provisions of Sections 607.1108 and 608.438, Florida Statutes, the undersigned corporation, AC LASERS, INC., a Florida corporation (the "Corporation"), and the undersigned limited liability company, AC LASERS, LLC, a Florida limited liability company (the "Company"), adopt the following articles of merger for the purposes of merging the Corporation into the Company:

1. The surviving entity shall be the Company, and shall be known as AC LASERS, LLC, a Florida limited liability company.
2. Attached hereto as Exhibit "A" and incorporated herein by reference, is the plan of merger pursuant to which the Corporation shall be merged into the Company (the "Plan of Merger").
3. The Plan of Merger was adopted and approved by the Corporation in accordance with the provisions of Sections 607.1103 and 607.1108, Florida Statutes.
4. The Plan of Merger was approved by the Company in accordance with the provisions of Sections 608.438 and 608.4381, Florida Statutes.
5. The merger shall be effective upon the filing of these Articles of Merger.

Dated this 27 day of March, 2002.

AC LASERS, INC.

By Michael A. Lupo
Michael A. Lupo, President

AC LASERS, LLC

By Michael A. Lupo
Michael A. Lupo, Manager

02 APR - 1 AM 9:19
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER
OF
AC LASERS, INC.
INTO
AC LASERS, LLC

FILED
02 APR - 1 AM 9:19
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

This Plan of Merger is adopted by AC LASERS, INC., a corporation (the "Corporation"), organized under the laws of the State of Florida, by joint written action of its Board of Directors and Shareholders, and adopted by AC LASERS, LLC, a limited liability company (the "Company"), organized under the laws of the State of Florida, by joint written consent of its Manager and Members. The surviving entity shall be the Company and its name shall be AC LASERS, LLC.

1. The address of the Corporation is 1415 Foundation Park Boulevard, S.E., Palm Bay, Florida 32909, its state of organization is the State of Florida, and its governing law is the Florida Business Corporation Act. The address of the Company is 1415 Foundation Park Boulevard, S.E., Palm Bay, Florida 32909, its state of organization is the State of Florida, and its governing law is the Florida Limited Liability Company Act.

2. The Corporation shall be merged into the Company, pursuant to the provisions of the laws of the State of Florida, and the Company shall be the surviving entity when the merger becomes effective. The Company is sometimes hereinafter referred to as the "surviving entity" and shall continue to exist as said surviving entity under its present name pursuant to the provisions of the Florida Statutes. The separate existence of the Corporation which is sometimes hereinafter referred to as the "non-surviving entity," shall cease when the merger becomes effective in accordance with the laws of Florida.

3. The Articles of Organization of the surviving entity when the merger becomes effective shall be the Articles of Organization of said surviving entity and said Articles of Organization shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Statutes.

4. The present operating agreement of the surviving entity will be the operating agreement of said surviving entity and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Statutes.

5. The management of the surviving entity when the merger becomes effective shall be vested in one (1) manager whose name and business address is as follows:

Michael A. Lupo
4450-L Enterprise Court
Melbourne, FL 32934

Such manager shall continue as manager to the extent provided in the operating agreement of the surviving entity.

6. The outstanding member interests of the surviving entity shall not be converted or exchanged in any manner, but shall continue to represent outstanding member interests of the surviving entity. The issued and outstanding and the authorized but unissued shares of the Company shall be canceled as of the filing of the Articles of Merger.

7. The merger shall be effective upon the filing of articles of merger (the "Effective Date").

FILED

02 APR - 1 AM 9:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA