

 L28042

GRIECO & SCALERA, P.A.  
ATTORNEYS AND COUNSELORS OF LAW

MARK M. GRIECO

D.J. "JACK" SCALERA, III

TRANSMITTAL LETTER

July 28, 1998

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

900002003809--2  
-07/31/98--01034--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: Professionals for Technology Associates, Inc. and Protech Publications,  
Inc. Merger

Enclosed please find an original and one (1) copy of the Articles of Merger and Part of Merger for the above corporations and a check in the amount of \$70.00 to cover the cost of the merger. I have enclosed copies and a self-addressed stamped envelope so that you can return executed copies to my attention. If you should have any questions, please do not hesitate to contact me.

Sincerely,

*Mark M. Grieco*

Mark M. Grieco, Esq.

AUG 5 1998

VS AUG 5 1998

VS AUG 5 1998

*Merger*

FILED  
98 JUL 31 PM 12:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

PRO-TECH PUBLICATIONS, INC., a Florida corporation, L28038

INTO

**PROFESSIONALS FOR TECHNOLOGY ASSOCIATES, INC.,** a Florida  
corporation, L28042.

File date: July 31, 1998

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER  
OF  
PROFESSIONALS FOR TECHNOLOGY ASSOCIATES, INC.,  
a Florida corporation  
AND  
PRO-TECH PUBLICATIONS, INC.,  
a Florida corporation

FILED  
98 JUL 31 PM 12:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Statutes and other provisions of the Florida General Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one corporation:

1. The names of the corporations which are parties to this merger are PROFESSIONALS FOR TECHNOLOGY ASSOCIATES, INC., a Florida corporation ("PROTECH") and PRO-TECH PUBLICATIONS, INC., a Florida corporation ("PTP"). The surviving corporation shall be PROTECH.

2. The Plan of Merger, as set forth below, of the undersigned corporations was adopted and approved by the shareholders of PROTECH on December 1, 1997 and was adopted by the shareholders of PTP on December 1, 1997.

3. The Plan of Merger will become effective December 31, 1997.

4. No changes in the Articles of Incorporation of PROTECH have been made.

5. The Plan of Merger is for the purpose of effecting the merger of PROTECH and PTP shall be effected as follows:

A. PTP shall merge with and into PROTECH which shall be the surviving Corporation.

B. On the effective date of the merger, the separate existence of PTP shall cease and PROTECH shall succeed to all privileges, immunities, and franchises and all of the property, real, personal, and mixed of PTP, without the necessity of any separate transfer. PROTECH shall thereafter be responsible and liable for all liabilities and obligations of PTP, and neither the rights of creditors nor any liens on the property of PTP shall be impaired by the merger.

C. The manner and basis of converting the shares of PTP into shares of PROTECH is as follows:

(1) Each share of common stock of PTP issued and outstanding on the effective date of the merger shall be converted into .0513 shares of \$0.01 par value common stock of PROTECH which shares of PROTECH shall thereupon be issued and outstanding.

(2) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in PTP shall surrender them to PROTECH or its duly appointed agent, in such manner as PROTECH shall legally require. On receipt of such share certificates, PROTECH shall issue in exchange therefore certificates for shares of common stock in PROTECH, representing the number of shares of such stock to which such holder is entitled as provided above. PROTECH shall issue an additional 10,000 shares of \$.01 par value stock so that stock is available for the transactions contemplated herein.

D. The Articles of Incorporation of PROTECH shall continue to be its Articles of Incorporation following the effective date of the merger.

E. The Bylaws of PROTECH shall continue to be its Bylaws following the effective date of the merger.

F. The directors and officers of PROTECH on the effective date of the merger shall continue as directors and officers of PROTECH for the full unexpired terms of their offices until their successors have been elected or appointed and qualified.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 15<sup>th</sup> day of December, 1997.

PRO-TECH PUBLICATIONS, INC.  
a Florida corporation

By: 

Its President  
Peter L. Grieco, Jr.  
PROFESSIONALS FOR TECHNOLOGY  
ASSOCIATES, INC.  
a Florida corporation

By: 

Its President  
Peter L. Grieco, Jr.

## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is dated the 1<sup>st</sup> day of December, 1997 by and between PRO-TECH PUBLICATIONS, INC. ("PT"), a Florida corporation, and PROFESSIONALS FOR TECHNOLOGY ASSOCIATES, INC. ("PROTECH"), a Florida corporation.

### WITNESSETH

WHEREAS, the Board of Directors of each of PT and PROTECH deems it advisable and to the advantage and welfare of said corporations and their respective stockholders that PT be merged into PROTECH as authorized by Florida Statutes; and

WHEREAS, the authorized, issued, and outstanding capital stock of the merging corporations consists of:

<u>ISSUED AND CORPORATION</u>	<u>AUTHORIZED</u>	<u>OUTSTANDING</u>
PROTECH	10,000 common shares \$0.01 par value	0 shares
PT	10,000 common shares \$0.01 par value	0 shares

NOW THEREFORE, in consideration of the premises and of the mutual representations, covenants and agreements herein contained, the parties hereto agree as follows:

(1) MERGER: PT shall be and hereby is merged into PROTECH. PROTECH shall be the surviving corporation.

(2) REPRESENTATIONS AND WARRANTIES: PT and PROTECH hereby represent to each other that, except as heretofore disclosed, the following statements are true:

1. It is in good standing in the state of incorporation;
2. The contemplated merger has been approved by its Board of Directors and Stockholders in accordance with Florida Statutes;
3. Its authorized, issued and outstanding stock is as set forth herein;
4. No option, agreement, or preemptive right exists that would impede the merger contemplated hereby;
5. All of its federal and state income and franchise tax returns and all other reports to taxing authorities have been filed when due, and no audit thereof is pending;
6. It is party to no pending lawsuits, and has disclosed all material contracts to the Directors of the other.

(3) PLAN OF MERGER: The Plan of Merger of the outstanding shares of capital stock of PT and PROTECH shall be as follows:

1. PROFESSIONALS FOR TECHNOLOGY ASSOCIATES, INC. shall be the surviving corporation.

2. The terms and conditions of the consolidation are as follows:

The Ten Thousand (10,000) shares of common stock, \$.01 par value, of PT issued and outstanding shall be exchanged for and converted into Five Hundred and Thirteen (513) shares of common stock, \$.01 par value, of PROTECH. PROTECH shall issue an additional 1000 shares of \$.01 par value stock so that stock is available for the transactions contemplated herein.

3. After the merger becomes effective, the holders of all the outstanding certificates heretofore representing common stock of PT shall surrender the same to PROTECH or an agent appointed by PROTECH. Such holder shall be entitled upon such surrender to receive in exchange therefore a certificate or certificates representing the number of shares of common stock of PROTECH shown in the following table:

<u>PT</u> <u>Shareholders</u>	<u>Shares</u> <u>Surrendered</u>	<u>Shares of</u> <u>PROTECH</u> <u>Received</u>
Peter L. Grieco, Jr.	10,000	513

Until so surrendered for exchange, each outstanding certificate which prior to the effective date of the merger represented shares of common stock of PT shall be deemed, for corporate and legal purposes, to evidence ownership of the number of shares of common stock of PROTECH into which the same shall have been exchanged and converted.

4. The Articles of Incorporation and Bylaws of PROTECH shall continue to be the Articles of Incorporation and Bylaws following the effective date of the merger.

5. The merger shall become effective on December 31, 1997.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement and Plan as of the day and year first written above.

PRO-TECH PUBLICATIONS, INC.

By: Its President

PROFESSIONALS FOR TECHNOLOGY  
ASSOCIATES, INC.

By: Its President