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LAW OFFICES

OZARK & PERRON, P.A.

2808 MANATEE AVENUE WEST  
BRADENTON, FLORIDA 34205  
(941) 750-9760

DAMIAN M. OZARK  
ANDRE R. PERRON

FILED  
97 JAN 3 AM 11:01  
TELECOPIER  
941/750-9761  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

December 30, 1996

VIA EXPRESS MAIL

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

000002044140--8  
-01/03/97--01035--005  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Articles of Merger & Plan of Merger  
Top Tronics, Inc./Enterprise Concepts

1-297

Dear Sir or Madam:

Enclosed please find an original and duplicate copy of the following documents:

1. Articles of Merger
2. Plan of Merger.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We ask that you please file the above as appropriate. We have enclosed our firm check in the sum of \$122.50 representing the filing fee for this transaction. If the enclosed check is insufficient to cover the filing fee and the cost of a certified copy, please simply file the original copy of the enclosed documents.

If you have any questions concerning the above, please do not hesitate to contact the undersigned.

Very truly yours,

*Damian M. Ozark*  
Damian M. Ozark

DMO/mfa  
cc: Mr. Russell J. Sebring  
C:\ARB\SECSTATE.LTR

Rec. 1/2/97  
Merg  
1/9

## ARTICLES OF MERGER

Between

**TOP TRONICS, INC., a Florida corporation and  
ENTERPRISE CONCEPTS, INC., a Florida corporation**

SECRET  
JAN 2 1997  
TALLAHASSEE, FLORIDA  
10 11 01

PURSUANT to the provisions of Section 607.1105, Florida Statutes, the undersigned corporations adopt the following Articles of Merger for the purpose of merging **TOP TRONICS, INC., and ENTERPRISE CONCEPTS, INC.:**

1. The names of the corporations which are parties to this merger are **TOP TRONICS, INC., and ENTERPRISE CONCEPTS, INC.**

**TOP TRONICS, INC.,** shall be the surviving corporation.

2. On December 30, 1996, the Plan of Merger was approved by the stockholders of each of the undersigned corporations in the manner prescribed by The Florida Statutes.

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

- (a) 100 shares common stock outstanding (10,000 shares common authorized) - TOP TRONICS, INC.
- (b) 250 shares common stock outstanding (250 shares common authorized) - ENTERPRISE CONCEPTS, INC.
- (c) The undersigned corporations have authorized only common shares, there are no other classes of shares issued or authorized by the undersigned corporations.

4. As to each corporation, the total number of shares which voted for and/or against the Plan of Merger, respectively, and as to any class entitled to vote as a class, the number of shares voted for and/or against the plan, respectively, are as follows:

CORPORATION	TOTAL	FOR	AGAINST	CLASS	% VOTES OUTSTANDING
TOP	100	100	-0-	Common	100%
ENTERPRISE	250	250	-0-	Common	100%

**EXECUTED** this the 30th day of December, 1996.

TOP TRONICS, INC.,  
a Florida corporation

By: *Russell J. Sebring*  
Russell J. Sebring, its president

ENTERPRISE CONCEPTS, INC.,  
a Florida corporation

By: *Russell J. Sebring*  
Russell J. Sebring, its president

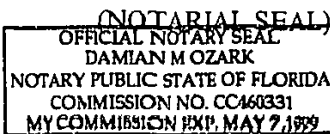
ATTEST:

*[Signature]*  
Secretary

ATTEST:

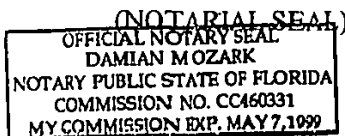
*[Signature]*  
Secretary

SWORN TO AND SUBSCRIBED before me this 30<sup>th</sup> day of December 1996, by  
RUSSELL SEBRING, as president of TOP TRONICS, INC., who states that he is authorized to sign  
the Article of Merger between TOP TRONICS, INC. and ENTERPRISE CONCEPTS, INC., and  
that he signed same on behalf of TOP TRONICS, INC., in his capacity as President, who is  
personally known to me or produced \_\_\_\_\_ as  
identification and who did take an oath.



\* *DAMIAN M. OZARK*  
\*(Print Name of Notary Public)  
Notary Public - State of Florida  
My Commission Expires \_\_\_\_\_  
Commission Number \_\_\_\_\_

SWORN TO AND SUBSCRIBED before me this 30<sup>th</sup> day of December 1996, by  
RUSSELL J. SEBRING, as president of ENTERPRISE CONCEPTS, INC., who states that he is  
authorized to sign the Article of Merger between TOP TRONICS, INC. and ENTERPRISE  
CONCEPTS, INC., and that he signed same on behalf of ENTERPRISE CONCEPTS, INC., in his  
capacity as President, who is personally known to me or produced \_\_\_\_\_  
as identification and who did take an oath.



\* *DAMIAN M. OZARK*  
\*(Print Name of Notary Public)  
Notary Public - State of Florida  
My Commission Expires \_\_\_\_\_  
Commission Number \_\_\_\_\_

**PLAN OF MERGER DATED DECEMBER 30, 1996**

**TOP TRONICS, INC., a Florida corporation (hereinafter the "Surviving Corporation") and ENTERPRISE CONCEPTS, INC., a Florida corporation ("Absorbed corporation") enter into this Plan of Merger dated December 30, 1996.**

**W I T N E S S E T H:**

**WHEREAS, TOP TRONICS, INC., is a corporation organized under the laws of the State of Florida, with its principal office located 4511 17th Ave., W., Bradenton, Florida 34209; and**

**WHEREAS, TOP TRONICS, INC., has a capitalization of TEN THOUSAND (10,000) authorized shares of ONE ONE HUNDREDTH (\$.001) common stock of which ONE HUNDRED (100) shares are issued and outstanding. The authorized number of shares will remain at 10,000 prior to and subsequent to the effective date of the merger; and**

**WHEREAS, ENTERPRISE CONCEPTS, INC., is a corporation existing under the laws of the State of Florida with its principal office located at 4511 17th Ave., W., Bradenton, Florida 34209; and**

**WHEREAS, ENTERPRISE CONCEPTS, INC., has a capitalization of FIVE HUNDRED (500) shares of One dollar (\$1.00) common stock, of which FIVE HUNDRED (500) shares are issued and outstanding; and**

**WHEREAS, the Board of Directors of the constituent corporation deem it desirable and in the best interest of the corporations and their shareholders that ENTERPRISE CONCEPTS, INC., be merged into TOP TRONICS, INC., pursuant to the provisions of Section 607.111, 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.**

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

1. **Merger.** Enterprise Concepts, Inc., shall merge with and into TOP TRONICS, INC., which shall be the surviving corporation.

2. **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 for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors or any liens on the property on the absorbed corporation shall be impaired by merger.

3. **Conversion of Shares:** The manner and basis of converting the shares of the absorbed corporation to shares, the surviving corporation is as follows:

a. Each share of the \$1 common stock of Enterprise Concepts, Inc., issued and outstanding on the effective date of the merger shall be converted into two (2) shares of the .001 common stock of Top Tronics, Inc., which shares of common stock of the surviving corporation shall then be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of each fraction, based on the market value of the common stock on the effective date of the merger.

b. The conversion shall be effective as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall render them to the surviving corporation or its duly appointed agent, in the manner that the surviving corporation shall legally require. Upon receipt of the shares certificate, the surviving corporation shall issue and exchange certificates for shares of common stock in the surviving corporation, representing the number of shares of stock to which the holder is provided as above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interest, a certificate for the number of shares representing the aggregate of the fractional share interest, and the agents shall sell the whole shares and pay over the proceeds to the entitled shareholder in proportion to the fractional share interest.

c. Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on the shares of common stock of the surviving corporation until certificates have been issued to the shareholders. Then, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them under this plan which may have been declared and paid between the effective date of the merger and the issuance to those shareholders of the certificate for his/her shares in the surviving corporation.

4. Changes in Articles of Incorporation: The Articles of Incorporation of the surviving corporation shall continue to be its Articles of Incorporation on the effective date of the merger.

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

6. 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.

7. Approval by Shareholders This Plan of Merger shall be submitted for approval by 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 December 30, 1996 or at such other time which the Board of Directors of the constituent corporation may agree.

8. Effective Date of Merger. The effective date of the merger shall be December 31, 1996 when the Articles of Merger are filed with the Florida Department of State.

9. Execution of Agreements: This Plan of 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, seal with their corporate seals and attested by their respective secretaries, pursuant to the authorization of their respective Board of Directors on the date first above written.

TOP TRONICS, INC.,  
a Florida corporation

By: [Signature]  
Russell J. Sebring, its president

ATTEST:

[Signature]  
Secretary

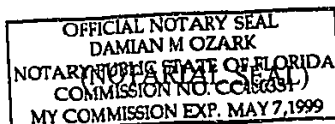
ENTERPRISE CONCEPTS, INC.,  
a Florida corporation

By: [Signature]  
Russell J. Sebring, its president

ATTEST:

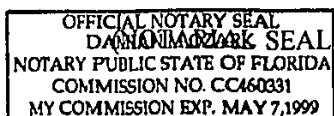
[Signature]  
Secretary

**SWORN TO AND SUBSCRIBED** before me this 30 day of December 1996, by RUSSELL SEBRING, as president of TOP TRONICS, INC., who states that he is authorized to sign the Article of Merger between TOP TRONICS, INC. and ENTERPRISE CONCEPTS, INC., and that he signed same on behalf of TOP TRONICS, INC., in his capacity as President, who is personally known to me or produced \_\_\_\_\_ as identification and who did take an oath.



[Signature]  
\* **DAMIAN M. OZARK**  
\*(Print Name of Notary Public)  
Notary Public - State of Florida  
My Commission Expires \_\_\_\_\_

**SWORN TO AND SUBSCRIBED** before me this 30 day of December 1996, by RUSSELL J. SEBRING, as president of ENTERPRISE CONCEPTS, INC., who states that he is authorized to sign the Article of Merger between TOP TRONICS, INC. and ENTERPRISE CONCEPTS, INC., and that he signed same on behalf of ENTERPRISE CONCEPTS, INC., in his capacity as President, who is personally known to me or produced \_\_\_\_\_ as identification and who did take an oath.



[Signature]  
\* **DAMIAN M. OZARK**  
\*(Print Name of Notary Public)  
Notary Public - State of Florida  
My Commission Expires \_\_\_\_\_