



THE UNITED STATES
CORPORATION
COMPANY

L98000000533

ACCOUNT NO. : 072100000032

REFERENCE : 894858 4313038

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 105.00

ORDER DATE : July 16, 1998

ORDER TIME : 11:31 AM

ORDER NO. : 894858-005

CUSTOMER NO: 4313038

CUSTOMER: Keith E. Osber, Esq
Hinman Howard & Kattell, Llp
700 Security Mutual Building
80 Exchange Street
Binghamton, NY 13901

200002594222--C

ARTICLES OF MERGER

B.T.C. ASSOCIATES, LLC

INTO

BTC ASSOCIATES, L.C.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 25 PM 3:32

RECEIVED
98 JUL 21 PM 12:11
DIVISION OF CORPORATIONS
TELEPHONE ROOM

BRK
8/25/98

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

B.T.C. ASSOCIATES, LLC (A NEW YORK LIMITED LIABILITY COMPANY)

INTO

BTC ASSOCIATES, L.C., a Florida entity, L98000000533.

File date: August 25, 1998

Corporate Specialist: Buck Kohr

Account number: 072100000032

Account charged: 105.00



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 22, 1998

DEBORAH SCHRODER
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: BTC ASSOCIATES, L.C.
Ref. Number: L98000000533

RESUBMIT

Please give original
submission date as file date.

We have received your document for BTC ASSOCIATES, L.C. and the authorization to debit your account in the amount of \$105.00. However, the document has not been filed and is being returned for the following:

The articles of merger must contain the exact name, street address of its principal office, jurisdiction, and entity type for each party to the merger.

The plan of merger must contain the manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property.

The articles of merger must reflect the merger is permitted under the respective laws of all applicable jurisdictions.

The articles of merger must reflect the merger 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.

The plan of merger must either provide the name(s) and address(es) of the manager(s) of the limited liability company or state the limited liability company is not managed by one or more managers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 698A00038724

62078

894858

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 25 PM 3:32

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DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314

RECEIVED
98 AUG 31 PM 12:14



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 31, 1998

DEBORAH SCHRODER
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: BTC ASSOCIATES, L.C.
Ref. Number: L98000000533

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 25 PM 3:32

We have received your document for BTC ASSOCIATES, L.C. and the authorization to debit your account in the amount of \$105.00. However, the document has not been filed and is being returned for the following:

A statement reflecting the articles of merger comply and were executed in accordance with the laws of each party's applicable jurisdiction must be contained within the document.

Please note that in your present document in ITEM 4, states that the merger was approved in accordance with the Florida law. But it also needs to state that it was approved in accordance with New York's law.

The plan of merger must contain the manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 998A00044885

ARTICLES OF MERGER

of
B.T.C. ASSOCIATES, LLC, a New York limited liability company
into
BTC ASSOCIATES, L.C., a Florida limited liability company

STATE OF FLORIDA)
)ss.:
COUNTY OF OSCEOLA)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 25 PM 3:32

The undersigned hereby certify:

1. B.T.C. Associates, LLC is a limited liability company formed in the State of New York, having its principal office at One Technology Center, 2060 Main Street, Apalachin, New York 13732.

2. BTC Associates, L.C. is a Florida limited liability company, having its principal office at 1581 Shady Oak Drive, Kissimmee, Florida 34744.

3. The Plan of Merger:

A. All of the property of B.T.C. Associates, LLC (LLC), real and personal, tangible and intangible, shall, after the merger, become the property of the BTC Associates, L.C. (Company).

B. ☐ All of the debts, obligations, liabilities and penalties of the LLC shall be assumed by and become those of the Company.

C. Any action, suit or proceeding, civil or criminal, pending against the LLC, shall be continued against the Company as though the merger had not occurred.

D. ☐ All business activities of the LLC shall be transferred to the Company, which shall continue all business activities transferred to it.

E. ☐ The interests of the members of the LLC shall be converted, pro rata, into membership interests of the Company, as set forth in the Company's Operating Agreement.

F. There are no rights to acquire interests, shares, obligations or other securities of either the LLC or the Company.

4. The Plan of Merger was approved by the consents of all of the members of each limited liability company in accordance with the applicable provisions of §608.4380 et seq., Florida Statutes and the applicable provisions of New York law.

5. The merger is permitted under the respective laws of Florida and New York.

6. The merger is not prohibited by the operating agreement of either B.T.C. Associates, LLC or BTC Associates, L.C.

7. The manager of each limited liability company is Hidden Valley Electronics, Inc., having its principal office at 1581 Shady Oak Drive, Kissimmee, Florida 34744.

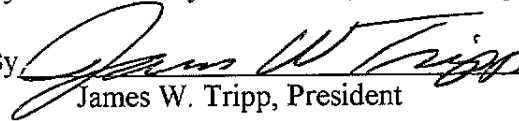
8. The effective date of the merger shall be the date on which the Articles of Merger are filed.

IN WITNESS WHEREOF, this Articles of Merger has been subscribed this 25th day of August, 1998 by the undersigned, who affirm that the statements made herein are true under the penalties of perjury.

B.T.C. ASSOCIATES, LLC

By Hidden Valley Electronics, Inc., Manager

By


James W. Tripp, President

BTC ASSOCIATES, L.C.

By Hidden Valley Electronics, Inc., Manager

By


James W. Tripp, President

FILED STATE
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