

M86774

ARTICLES OF MERGER
Merger Sheet

MERGING:

LAIRD MANAGEMENT CORPORATION, a Florida corporation, M86774

INTO

LAIRD, INC.. a Delaware corporation not qualified in Florida

File date: May 29, 1997

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 122.50



THE UNITED STATES
CORPORATION
COMPANY

M86774

ACCOUNT NO. : 072100000032

REFERENCE : 407737 4300043

AUTHORIZATION : *Patricia Pygott*

COST LIMIT : \$ ~~70.00~~ 122.50

ORDER DATE : May 28, 1997 *per Harry at CSC*

ORDER TIME : 10:51 AM

ORDER NO. : 407737-005

CUSTOMER NO: 4300043

CUSTOMER: Daniel Laudor, Esq
Proskauer Rose Goetz &
1585 Broadway

100002194741--0

New York, NY 10036-8299

ARTICLES OF MERGER

LAIRD MANAGEMENT CORPORATION

INTO

LAIRD, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Paula K. Kendrick

EXAMINER'S INITIALS:

5/29

*Jon
merger
C.C.*

FILED
97 MAY 29 PM 2:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA
97 MAY 29 PM 12:14
RECEIVED

FILED

97 MAY 29 PM 2:55

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF MERGER
OF
LAIRD MANAGEMENT CORPORATION
INTO
LAIRD, INC.**

(Pursuant to Section 1104 of the Florida Business Corporation Act)

To: The Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, Laird Management Corporation, a domestic wholly-owned subsidiary business corporation (the "Corporation") and Laird, Inc., its parent and a Delaware business corporation ("Parent"), do hereby adopt the following Articles of Merger.

1. The following is the Plan of Merger for merging the Corporation with and into Parent as approved by the Board of Directors of the Corporation by unanimous written consent dated as of April 1, 1997 and by the Board of Directors of Parent by unanimous written consent dated as of April 1, 1997.

"PLAN OF MERGER

PLAN OF MERGER adopted as of April 1, 1997 by resolution of the Board of Directors of Laird Management Corporation, a business corporation organized under the laws of the State of Florida, and adopted as of April 1, 1997 by resolution of the Board of Directors of Laird, Inc., a business corporation organized under the laws of the State of Delaware. The names of the corporations planning to merge are Laird Management Corporation, a business corporation organized under the laws of the State of Florida, and Laird, Inc., a business corporation organized under the laws of the State of Delaware. The name of the surviving corporation into which Laird Management Corporation plans to merge is Laird, Inc.

A. Laird Management Corporation and Laird, Inc., shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the State of Delaware, the jurisdiction of organization of Laird, Inc., be merged with and into a single corporation, to wit, Laird Inc., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation," and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of Laird Management Corporation, which is sometimes hereinafter referred to as the "non-surviving corporation," shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

B. The certificate of incorporation of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the certificate of incorporation of said surviving corporation and said certificate of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

C. The bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization will be the bylaws of said surviving corporation 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 laws of the jurisdiction of its organization.

D. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

E. The issued shares of the non-surviving corporation shall not be converted or exchanged in any manner, but each such share which is outstanding immediately prior to the effective time and date of the merger shall be extinguished and cancelled as of the effective time of the merger without any other action taken in connection therewith. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is outstanding immediately prior to the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

F. 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 Florida and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

G. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered,

and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for."

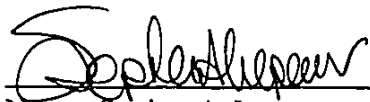
2. The merger of the Corporation with and into Parent is permitted by the laws of Delaware, the jurisdiction of organization of Parent, and has been authorized in compliance with said laws. The Plan of Merger was adopted by the Board of Directors of Parent by unanimous written consent dated as of April 1, 1997.

3. Shareholder approval was not required for the merger.

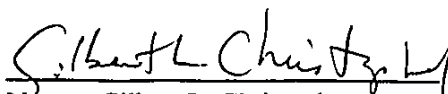
4. The effective time and date of the merger herein previous for in the State of Florida shall be May 29, 1997 at 1:00 p.m.

Executed as of April 1, 1997

LAIRD MANAGEMENT CORPORATION

By: 
Name: Stephan A. Lepow
Capacity: Vice President, Finance

LAIRD, INC.

By: 
Name: Gilbert L. Christopher, Jr.
Capacity: Vice President