

M87212

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

ENZIAN TECHNOLOGY, INC., a Florida corporation, #M87212

INTO

**FUTURE TECHNOLOGIES, INC.**, a Virginia corporation not qualified in Florida.

File date: June 9, 1997

Corporate Specialist: Karen Gibson

M 87212

Future Technologies, Inc.

289 Aerospace Road  
Seabrook, Maryland 20706-2280

Phone (301) 306-8973

May 29, 1997

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

FTI010002006178--4  
-05/29/97--01147--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Articles of Merger

Dear Sir/Madam:

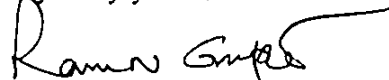
On behalf of Future Technologies, Inc. ("FTI"), I am transmitting for filing an original and one copy of the Articles of Merger between FTI, a Virginia corporation and Enzian Technology, Inc. (Enzian"), a Florida corporation. FTI will be the surviving corporation. (Please note that the Plan of Merger is attached as an exhibit to the Articles.)

Also attached as the filing fee is a check in the amount of \$70.00 made payable to "Secretary of State".

Kindly mail the Certificate of Merger to the undersigned at the above address.

If you have any questions, please do not hesitate to contact me at 301-306-8973.

Very truly yours,

  
Ram N. Gupta, President

JUN 11 11 BSB

RNG/cjm

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Merger  
JCB  
6/17

**ARTICLES OF MERGER OF  
DOMESTIC AND FOREIGN CORPORATION  
INTO  
FUTURE TECHNOLOGIES, INC.**

FILED  
97 JUN -9 AM 11:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1107 of the Florida Business Corporation Act, the undersigned domestic and foreign corporations adopt the following articles of merger for the purpose of merging them into Future Technologies, Inc.:

1. The names of the undersigned corporations and the states under the laws of which they are organized are, respectively:

<u>Name of Corporation</u>	<u>State of Corporation</u>
Future Technologies, Inc.	Virginia
Enzian Technology, Inc.	Florida

Future Technologies, Inc. is the surviving corporation.

2. The laws of the Commonwealth of Virginia under which the constituent foreign corporation, Future Technologies, Inc., is organized permits merger.

3. The name of the surviving corporation is Future Technologies, Inc., and it is to be governed by the laws of the Commonwealth of Virginia.

4. The Plan of Merger (Exhibit "A") was adopted and approved by the Board of Directors and Shareholders of Enzian Technology, Inc., the undersigned domestic corporation, on 5/29, 1997 in the manner prescribed by the Florida Business Corporation Act, and was adopted and approved by the Board of Directors and Shareholders of Future Technologies, Inc. the undersigned foreign corporation, on 5/29, 1997 in the manner prescribed by the laws of the Commonwealth of Virginia under which it is organized. The Shareholders of Enzian Technology, Inc. have waived in writing the mailing requirement described in Florida Code Section 607.1104. The effective date of the merger shall occur upon the date of filing of these Articles of Merger.

5. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on the Plan of Merger, are as follows:

<u>Name of Corporation</u>	<u>Total Number of Shares Outstanding</u>	<u>Designation of Class</u>	<u>Number of Shares</u>
Future Technologies, Inc.	2,000	Common	2,000
Enzian Technology, Inc.	251	Common	251

6. As to each of the undersigned corporations, the total number of shares voted for and against the plan, respectively, and, as to each class entitled to vote as a class, the number of shares of that class voted for and against the plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
Future Technologies, Inc.	2000	0	Common	2000	0
Enzian Technology, Inc.	251	0	Common	251	0

7. The surviving corporation, Future Technologies, Inc., which is to be governed by the laws of the Commonwealth of Virginia:


(a) Agrees that it may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of Enzian Technology, Inc., the undersigned domestic corporation, and in any proceeding for the enforcement of the rights of a dissenting shareholder of the said domestic corporation against the surviving corporation;

(b) Irrevocably appoints the Secretary of State of Florida as its agent to accept service of process in any such proceeding; and


(c) Agrees that it will promptly pay to any dissenting shareholders of Enzian Technology, Inc., the domestic corporation, the amount, if any, to which they are entitled under the provisions of the Florida Business Corporation Act with respect to the rights of dissenting shareholders.

Dated 5/29/97.

FUTURE TECHNOLOGIES, INC.

By   
Ram N. Gupta, President

ENZIAN TECHNOLOGY, INC.

By   
Ram N. Gupta, President

## PLAN OF MERGER

This PLAN OF MERGER ("Plan") is made and entered into this 29<sup>th</sup> day of MAY, 1997 by and between Enzian Technology, Inc., a Florida corporation ("ENZIAN") and Future Technologies, Inc., a Virginia corporation ("FTI"). ENZIAN and FTI are sometimes hereinafter collectively referred to as the "Constituent Corporations."

## WITNESSETH

WHEREAS, FTI is a corporation duly organized and existing under the laws of the Commonwealth of Virginia, having been incorporated on or about December 23, 1992 and having an authorized capital stock of 10,000 shares of common stock, par value of \$.10 (the "FTI Common Stock"), of which 2,000 shares are issued and outstanding, and the holders of all such shares are entitled to vote on this Plan of Merger; and

WHEREAS, ENZIAN is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on or about June 27, 1988, and having an authorized capital stock of 500 shares of common stock, \$1.00 par value (the "ENZIAN Common Stock"), of which 251 shares are issued and outstanding; and

WHEREAS, One Hundred Percent (100%) of ENZIAN's issued and outstanding stock is owned by FTI, which is entitled to vote on this Plan of Merger; and

WHEREAS, the respective Boards of Directors of FTI and ENZIAN deem it advisable and in the best interests of said corporations that ENZIAN be merged with and into FTI, as the Surviving Corporation, as authorized by the statutes of the Commonwealth of Virginia and the State of Florida under and pursuant to the terms and conditions thereafter set forth, and the Boards of Directors of FTI and ENZIAN have duly adopted and approved this Plan of Merger;

NOW THEREFORE, in consideration of the promises and mutual covenants and agreements herein contained, and for the purpose of setting forth the terms and conditions of said merger, the mode of carrying the same into effect, and such other details and provisions as are deemed necessary or desirable, the parties hereto have agreed and do hereby agree, subject to the approval of the Plan by the requisite vote of the Stockholders of the Constituent Corporations, and subject to the conditions hereinafter set forth, as follows:

## Article I

### MERGER AND NAME OF SURVIVING CORPORATION

On the Effective Date, as hereinafter defined, ENZIAN shall be merged with and into FTI, which is hereby designated as the "Surviving Corporation," which shall not be a new corporation, which shall continue its corporate existence as a Corporation to be governed by the laws of the Commonwealth of Virginia, which shall continue to be so named, and which shall maintain a registered office in the Commonwealth of Virginia and the State of Florida.

## Article II

### TERMS AND CONDITIONS OF MERGER

The terms and conditions of the merger are (in addition to those set forth elsewhere in this Plan) as follows:

- (a) On the Effective Date:
  - (1) The Constituent Corporations shall be a single corporation, which shall be FTI, the corporation designated herein as the Surviving Corporation.
  - (2) The separate existence of ENZIAN shall cease.
  - (3) FTI, the Surviving Corporation, shall thereupon and thereafter possess all the rights, privileges, powers and franchises both of a public and private nature, and be subject to all the restrictions, disabilities and duties of each Constituent Corporation; and (i) all rights, privileges, powers and franchises of each Constituent Corporation, and all property, real, personal and mixed, and all debts due to either Constituent Corporation on whatever account, as well for stock subscriptions, and all other things in action or belonging to each Constituent Corporation shall be vested in the Surviving Corporation; (ii) all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter be and constitute the property of the Surviving Corporation as they were of the respective Constituent Corporations; (iii) the title to any and all real estate vested by deed or otherwise in either Constituent Corporation shall not revert or be in any way impaired by reason of the merger; (iv) all rights of creditors and all liens upon any property of either Constituent Corporation shall be preserved unimpaired; (v) all debts, liabilities and duties of the

respective Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it; and (vi) any claim existing or any action or proceeding, whether civil, criminal or administrative, pending by or against either Constituent Corporation shall be prosecuted and/or pursued as if the merger had not taken place, or the Surviving Corporation may be substituted in such action, claim or proceeding.

- (4) All corporate acts, plans, policies, contracts, approvals and authorizations of ENZIAN, and its Stockholders, Board of Directors, committees elected or appointed by the Board of Directors, officers and agents, which were valid and effective immediately prior to the Effective Date shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon as the same were with respect to ENZIAN.
- (5) The assets, liabilities, reserves and accounts of each Constituent Corporation shall be recorded on the books of the Surviving Corporation at the amounts at which they, respectively, shall then be carried on the books of such Constituent Corporation subject to such adjustments or eliminations of intercompany items as may be appropriate in giving effect to the merger.

(b) The Board of Directors and the officers of FTI shall not change as of the Effective Date.

### Article III

#### MANNER AND BASIS FOR CONVERTING SHARES AND RELATED PROVISIONS

The manner and basis of converting the issued and outstanding shares of each Constituent Corporation into shares of the Surviving Corporation and the mode of carrying the merger into effect are as follows:

ENZIAN is a one-hundred percent (100%) owned subsidiary of FTI. As the owner of 100% of ENZIAN's issued and outstanding capital stock, FTI will exchange all 251 shares of ENZIAN stock for One Dollar (\$1.00). Upon such relinquishment, all ENZIAN stock shall be retired. There will be no conversion of issued and outstanding shares of ENZIAN into shares of the Surviving Corporation. The issued and



outstanding shares of FTI shall, as of the Effective Date, convert automatically into shares of the Surviving Corporation.

#### Article IV

##### CERTIFICATE OF INCORPORATION AND BY-LAWS

(a) The Certificate of Incorporation of FTI as existing and constituted immediately prior to the Effective Date shall, upon the merger becoming effective, be and constitute the Certificate of Incorporation of the Surviving Corporation.

(b) The By-laws of FTI as existing and constituted immediately prior to the Effective Date shall, upon the merger becoming effective, be and constitute the By-laws of the Surviving Corporation.

#### Article V

##### OTHER PROVISIONS WITH RESPECT TO MERGER

(a) This Plan shall be submitted to the Stockholders of each Constituent Corporation as provided by the applicable laws in the Commonwealth of Virginia and the State of Florida. After the approval or adoption thereof by the Stockholders of each Constituent Corporation in accordance with the requirements of the laws of the Commonwealth of Virginia and the State of Florida, all required documents shall be executed, filed and recorded, and all required acts shall be done in order to accomplish the merger under the provisions of the applicable statutes of the Commonwealth of Virginia and the State of Florida.

(b) This Plan may be terminated at any time prior to the Effective Date, whether before or after action thereon by the Stockholders of the Constituent Corporations, by mutual consent of the Constituent Corporations, expressed by action of their respective Shareholders.

#### Article VI

##### APPROVAL AND EFFECTIVE TIME OF THE MERGER

(a) The merger shall become effective when all of the following actions shall have been taken:

- (1) this Plan shall be adopted and approved on behalf of each Constituent Corporation in accordance with the laws of the Commonwealth of Virginia and the State of Florida; and

- (2) Articles of Merger (with this Plan attached as part thereof), setting forth the information required by, and executed and verified in accordance with, the Commonwealth of Virginia and the State of Florida shall be filed in the offices of the Secretary of State within the Commonwealth of Virginia and the State of Florida (the particular time and date at which the last such filing shall be accomplished being herein referred to as the "Effective Date").

(b) For the convenience of the parties and to facilitate the filing and recording of this Plan, any number of counterparts hereof may be executed, and each such counterpart shall be deemed to be an original instrument.

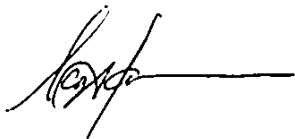
(c) This Plan and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the Commonwealth of Virginia and the State of Florida.

(d) This Plan cannot be altered or amended except pursuant to an instrument in writing signed on behalf of the parties hereto.

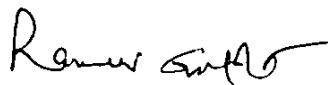
In witness whereof, the parties have hereunto set their hands and seals the 28<sup>th</sup> day of May, 1997

FUTURE TECHNOLOGIES, INC.

Witness



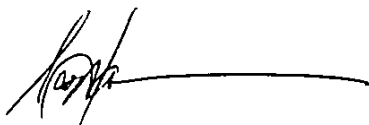
By



Ram N. Gupta, President

ENZIAN TECHNOLOGY, INC.

Witness



By



Ram N. Gupta, President