



P000000017193

ACCOUNT NO. : 072100000032

REFERENCE : 907699 8739A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : November 22, 2000

ORDER TIME : 11:04 AM

ORDER NO. : 907699-005

CUSTOMER NO: 8739A

CUSTOMER: Bonnie J. Phillips, Legal Asst
Siegel Lipman Dunay & Shepard,
Suite 801
5355 Town Center Road
Boca Raton, FL 33486

100003474501--7

ARTICLES OF MERGER

MILE MARKER INTERNATIONAL, INC

INTO

MILE MARKER INTERNATIONAL, INC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY Q. COULLETTE NOV 28 2000

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

FILED
00 NOV 22 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 NOV 22 PM 12:18
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

*02250, 02277, 00672

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

MILE MARKER INTERNATIONAL, INC., a New York corporation not qualified

INTO

MILE MARKER INTERNATIONAL, INC., a Florida entity, P00000017193.

File date: November 22, 2000

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 70.00



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 22, 2000

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: MILE MARKER INTERNATIONAL, INC.
Ref. Number: P00000017193

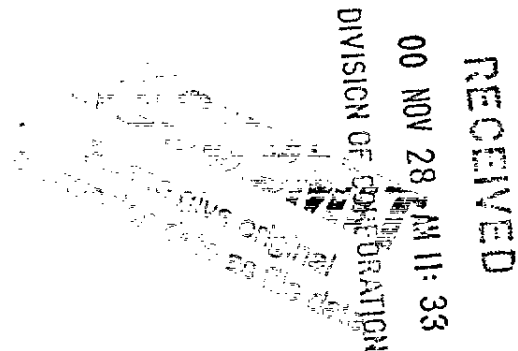
We have received your document for MILE MARKER INTERNATIONAL, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 600A00059988



ARTICLES OF MERGER

OF

MILE MARKER INTERNATIONAL, INC.
(a New York corporation)

INTO

MILE MARKER INTERNATIONAL, INC.
(a Florida corporation)

FILED
00 NOV 22 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations hereby execute the following Articles of Merger pursuant to Sections 607.1101 and 607.1105 of the Florida Business Corporation Act.

FIRST: Pursuant to Section 607.1101 of the Florida Business Corporation Act, Mile Marker International, Inc., a New York corporation (the "Merged Corporation"), shall be merged into Mile Marker International, Inc., a Florida corporation (the "Surviving Corporation").

SECOND: The merger ("Merger") shall be effective at such time as the Articles of Merger are filed with the Florida Department of State. As used in these Articles of Merger, the term "Effective Date" shall mean the date the Articles of Merger are filed in Florida.

THIRD: From and after the Effective Date (i) the Surviving Corporation shall continue its corporate existence as a Florida corporation and the separate existence of the Merged Corporation shall cease except as it may be continued by statute; (ii) title to all property owned by either of the merging corporations shall be vested in the Surviving Corporation without reversion or impairment; (iii) the Surviving Corporation shall have all liabilities of both parties to the Merger; and (iv) a proceeding pending by or against either of the merging corporations may be continued as if the Merger did not occur, or the Surviving Corporation may be substituted in the proceeding for the Merged Corporation.

FOURTH: From and after the Effective Date (i) the Articles of Incorporation and By-Laws of the Surviving Corporation in effect immediately prior to the Effective Date shall continue to be its Articles of Incorporation and By-Laws until amended or repealed in a manner provided by law; (ii) each of the officers and directors of the Merged Corporation in office immediately prior to the effective date shall become the officers and directors of the Surviving Corporation until their respective successors are duly elected or appointed; (iii) each share of Common Stock of the Merged Corporation shall be converted into one share of Common Stock of the Surviving Corporation; (iv) each warrant, option, right or convertible security which entitles the holder to purchase or convert into a share of Common

Stock of the Merged Corporation shall be converted into a warrant, option, right or convertible security to purchase or convert into one share of Common Stock of the Surviving Corporation; and (v) the outstanding certificates for shares of the Merged Corporation's Common Stock will, until replaced by the Surviving Corporation, represent the same number of shares of Common Stock of the Surviving Corporation.

FIFTH: The Agreement and Plan of Merger was adopted by all of the Directors of the Surviving and Merged Corporations and by the affirmative vote by the majority of shares of the Merged Corporation on November 8, 2000. As of the date of the adoption of the Agreement and Plan of Merger, the Surviving Corporation has not issued any shares.

IN WITNESS WHEREOF, these Articles of Merger have been executed as of November 8, 2000, by each of the parties hereto.

MILE MARKER INTERNATIONAL, INC.,
a Florida corporation

By: Richard E. Aho

Richard E. Aho, President

MILE MARKER INTERNATIONAL, INC.,
a New York corporation

By: Richard E. Aho

Richard E. Aho, President

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is made on November 8, 2000, by and between Mile Marker International, Inc., a New York corporation (herein sometimes called the "New York Corporation") and Mile Marker International, Inc., a Florida corporation (herein sometimes called the "Florida Corporation").

WITNESSETH:

WHEREAS, The New York Corporation was incorporated on August 15, 1960, under the provisions of the New York Business Corporation Law; it is authorized to issue up to 20,000,000 shares of common stock, \$.001 par value; and as of September 22, 2000, there are 10,634,357 shares of Common Stock issued and outstanding.

WHEREAS, The Florida Corporation was incorporated on February 17, 2000, under the provisions of the Florida Business Corporation Act; it is authorized to issue up to 20,000,000 shares of common stock, \$.001 par value; and no shares have been issued;

WHEREAS, The respective laws of the States of New York and Florida permit the merger of said corporations (herein sometimes called the "constituent corporations") into a single corporation; and

WHEREAS, It is deemed advisable by the Board of Directors of each of the constituent corporations that the New York Corporation be merged with and into the Florida Corporation;

NOW, THEREFORE, it is agreed as follows:

1. The New York Corporation as of the Effective Date (as defined herein) shall be merged, pursuant to Section 907 of the New York Business Corporation Law and Section 607.1101 of the Florida Business Corporation Act, with and into the Florida Corporation (the "Merger"). The Florida Corporation shall be the surviving corporation (the "Surviving Corporation") and it shall continue for all purposes whatsoever after the merger.

2. The Merger shall become effective when this Agreement has been adopted by the New York Corporation and the Florida Corporation and appropriate documentation has been prepared and filed in accordance with the respective laws of the States of New York and Florida. For operational, accounting and bookkeeping purposes, the time when the Merger shall become effective in the State of Florida is referred to herein as the "Effective Date."

3. After the Effective Date, the Surviving Corporation shall continue to be governed by the laws of the State of Florida and its name shall continue to be Mile Marker International, Inc. The Articles of Incorporation of the Florida Corporation shall continue to be the Articles of Incorporation of the Surviving Corporation. The by-laws of the Florida Corporation shall be and remain the by-laws of the Surviving Corporation. The directors and officers of the New York Corporation immediately prior to the Effective Date shall be the directors and officers of the Surviving Corporation upon the Effective Date.

4. On the Effective Date each share of common stock of the New York Corporation shall be converted into one share of common stock of the Surviving Corporation. Each warrant, option, right or convertible security which entitles the holder to purchase or convert into a share of common stock of the New York Corporation shall be converted into a warrant, option, right or convertible security to purchase or convert into one share of common stock of the Surviving Corporation.

5. Upon the Effective Date, the outstanding certificates for shares of the New York Corporation's common stock will, until replaced by the Surviving Corporation, represent the same number of shares of common stock of the Surviving Corporation.

6. This Agreement may be terminated and abandoned by action of the Board of Directors of the New York Corporation or the Florida Corporation at any time prior to the merger's being effective pursuant to Section 2, above, for any reason whatsoever.

7. This Agreement, upon being authorized, adopted, approved, signed and acknowledged by each of the constituent corporations in accordance with the laws under which it is formed, and filed in the office of the Secretary of State of Florida, shall take effect and shall thereupon be deemed and taken to be the agreement and act of merger and consolidation of the constituent corporations, and the organization and separate corporate existence of the New York Corporation, except insofar as it may be continued by statute, shall cease. The point of time at which the constituent corporations shall become a single corporation shall be the Effective Date.

8. Upon the Effective Date, all and singular rights, capacity, privileges, powers, franchises and authority of each of the constituent corporations, and all property, real, personal and mixed, and all debts, obligations and liabilities due to each of the constituent corporations on whatever account, as well as for subscriptions for shares as for all other things, belonging to each of the constituent corporations shall be vested in the surviving corporation, and all such property, rights, capacity, privileges, powers, franchises, authority and immunities and all and every other interest shall be thereafter as fully and effectually the property of the Surviving Corporation as though they were the property of the several and respective constituent corporations, and shall not revert or be in any way

impaired by reason of the Merger; provided, however, that all rights of the creditors of the constituent corporations shall be preserved unimpaired and all debts, liabilities (including liability, if any, to dissenting shareholders) and duties of the respective constituent corporations shall thenceforth be attached 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 the Surviving Corporation.

9. Each constituent corporation agrees that from time to time as when it shall be requested by the surviving corporation or by its successors or assigns, it will execute and deliver or cause to be executed and delivered all such other instruments and will take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and to confirm to the surviving corporation title to all of the property, capacity, privileges, powers, franchises, authority, and immunities of the constituent corporation and otherwise to carry out the intent and the purposes of this Agreement.

10. The Surviving Corporation agrees that it may be served with process in the State of Florida or in the State of New York in any proceeding for enforcement of any obligation of the New York Corporation as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any shareholder as determined in any appraisal proceeding pursuant to Section 910 of the New York Business Corporation Law and shall irrevocably appoint the Secretary of State of the State of Florida as its agent in Florida and the Secretary of State of the State of New York as its agent in New York to accept service of process in any such suit or other proceeding.

11. The Surviving Corporation hereby reserves the right to amend, alter, change or repeal any provisions contained in any of the articles of this Agreement or as the same may hereafter be amended in the manner now or hereafter provided by the laws of the State of Florida and all rights of the stockholders of the Surviving Corporation are granted subject to this restriction.

IN WITNESS WHEREOF, the undersigned have signed this Agreement as of the date first above written.

MILE MARKER INTERNATIONAL,
INC. a Florida corporation

By: 

Richard E. Aho, President

MILE MARKER INTERNATIONAL,
INC., a New York corporation

By: 

Richard E. Aho, President