

P00000051034

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MERGER OR SHARE EXCHANGE

THANK YOU!

HATTECH ACQUISITION, CORP.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

*Merger
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ARTICLES OF MERGER
Merger Sheet

MERGING:

HATTECH, INC., a Virginia corporation, not qualified in Florida

INTO

HATTECH ACQUISITION, CORP., a Florida entity, P00000051034

File date: June 1, 2000

Corporate Specialist: Karen Gibson

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ARTICLES OF MERGER

OF

HATTECH, INC.
(a Virginia corporation)

WITH AND INTO

HATTECH ACQUISITION, CORP.
(a Florida corporation)FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), Hattech, Inc., a Virginia corporation (the "Subsidiary"), and Hattech Acquisition, Corp., a Florida corporation (the "Parent"), hereby execute and adopt the following Articles of Merger as of May 26, 2000 and certify as follows:

1. The names of the corporations which are parties to the merger contemplated by these Articles of Merger (the "Merger") are Hattech, Inc. and Hattech Acquisition, Corp. Hattech Acquisition, Corp. is the surviving corporation in the Merger.
2. A copy of the Plan of Merger is attached hereto as Exhibit "A" and is incorporated herein by reference as if fully set forth herein.
3. The Plan of Merger was approved by the Board of Directors of Hattech Acquisition, Corp. on May 26, 2000. Pursuant to Section 607.1104 of the Act, approval is not required by the shareholders of the Parent, the shareholders of the Subsidiary or the Board of Directors of the Subsidiary.
4. The effective date of the Merger shall be June 1, 2000.

Prepared by:
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Florida Bar No. 0152005

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IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed as of the date first above written.

HATTECH, INC.

By: 

William J. Mercurio
Executive Vice President

HATTECH ACQUISITION, CORP.

By: 

William J. Mercurio
Executive Vice President

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EXHIBIT A

PLAN OF MERGER

This Plan of Merger (this "Plan") has been adopted as of the 26th day of May, 2000 by HATTECH ACQUISITION, CORP., a Florida corporation ("Parent").

RECITALS

The Board of Directors of Parent has determined that it is advisable and in the best interest of Parent and Hattech, Inc., a Virginia corporation and wholly-owned subsidiary of Parent (the "Virginia Subsidiary"), that Virginia Subsidiary be merged (the "Merger") with and into Parent on the terms and subject to the conditions set forth herein. Neither the Parent nor the Virginia Subsidiary is required to obtain shareholder approval pursuant to the Florida Business Corporation Act (the "FBCA") or the Virginia Stock Corporation Act ("VSCA").

ARTICLE I

The Merger

At the Effective Time (as defined in Article V hereof), the Virginia Subsidiary shall merge with and into Parent in accordance with the FBCA and the VSCA, and the separate existence of the Virginia Subsidiary shall cease and the Parent shall thereafter continue as the surviving corporation (the "Surviving Corporation") under the laws of the State of Florida.

ARTICLE II

The Surviving Corporation

a. At the Effective Time, the Articles of Incorporation of Parent, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation.

b. At the Effective Time, the Bylaws of Parent, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation, until thereafter altered, amended or repealed.

c. At the Effective Time, the officers and directors of the Parent shall be the officers and directors of the Surviving Corporation until their successors are elected and have qualified.

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ARTICLE III

Manner and Basis of Converting Shares

a. At the Effective Time, each issued and outstanding share of common stock, par value \$.01 per share, of the Virginia Subsidiary shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled.

b. At the Effective Time, each share of capital stock of the Virginia Subsidiary held in treasury shall be canceled and extinguished.

ARTICLE IV

Effect of Merger

At the Effective Time, all property, rights, privileges, powers and franchises of the Virginia Subsidiary shall vest in the Surviving Corporation, and all liabilities and obligations of the Virginia Subsidiary shall become liabilities and obligations of the Surviving Corporation.

ARTICLE V

Effective Time

As used in this Agreement, the term "Effective Time" shall mean June 1, 2000.

ARTICLE VI

Amendment, Modification and Termination

The Board of Directors of Parent may amend, terminate and/or abandon the Merger at any time prior to the Effective Time.