

08/27/02

FAX 8132298313

FOWLER WHITE TAMPA

2001/004

Division of Corporations

Page 1 of 2

P20000057501

Florida Department of State  
Division of Corporations  
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Katherine Harris, Secretary of State

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7-1-02

From: Account Name : FOWLER, WHITE 2  
Account Number : I19990000148  
Phone : (813)228-7411  
Fax Number : (813)228-9401

Shari Cernita  
IDD-3842

## MERGER OR SHARE EXCHANGE

THE PAR WORLDWIDE GROUP INCORPORATED

Certificate of Status		0
Certified Copy		1
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Thanks.

02/28/02

DC 6/26/02

Merger

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

MICRO-METALS MANUFACTURING, INC., a Florida corporation,  
P00000090259

INTO

THE PAR WORLDWIDE GROUP INCORPORATED, a Florida entity,  
P00000057501

File date: June 27, 2002, effective July 1, 2002

Corporate Specialist: Darlene Connell

JUNE 27, 2002

THE PAR WORLDWIDE GROUP INCORPORATED  
2385 AERIAL WAY  
BROOKSVILLE, FL 34609

SUBJECT: THE PAR WORLDWIDE GROUP INCORPORATED  
REF: P00000057501

WE RECEIVED YOUR ELECTRONICALLY TRANSMITTED DOCUMENT. HOWEVER, THE DOCUMENT HAS NOT BEEN FILED. PLEASE MAKE THE FOLLOWING CORRECTIONS AND REFAX THE COMPLETE DOCUMENT, INCLUDING THE ELECTRONIC FILING COVER SHEET.

THERE IS STILL NOT ENOUGH INFORMATION. PLEASE STATE "WHO" ADOPTED THE MERGER- THE SHAREHOLDERS, OR DIRECTORS OR BOTH, (THIS MUST BE STATED FOR THE MERGING CORPORATION AS WELL AS THE SURVIVOR.

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) 245-6880.

KAREN GIBSON  
CORPORATE SPECIALIST

FAX AUD. #: H02000157602  
LETTER NUMBER: 002A00041253

June 27, 2002

THE PAR WORLDWIDE GROUP INCORPORATED  
2385 AERIAL WAY  
BROOKSVILLE, FL 34609

SUBJECT: THE PAR WORLDWIDE GROUP INCORPORATED  
REF: P00000057501

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

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) 245-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H02000157602  
Letter Number: 102A00041153

JUNE 26, 2002

THE PAR WORLDWIDE GROUP INCORPORATED  
2385 AERIAL WAY  
BROOKSVILLE, FL 34609

SUBJECT: THE PAR WORLDWIDE GROUP INCORPORATED  
REF: P00000057501

WE RECEIVED YOUR ELECTRONICALLY TRANSMITTED DOCUMENT. HOWEVER, THE DOCUMENT HAS NOT BEEN FILED. PLEASE MAKE THE FOLLOWING CORRECTIONS AND REFAX THE COMPLETE DOCUMENT, INCLUDING THE ELECTRONIC FILING COVER SHEET.

THE ARTICLES OF MERGER YOU SUBMITTED WERE PREPARED IN COMPLIANCE WITH SECTION 607.1109, FLORIDA STATUTES. ARTICLES OF MERGER BETWEEN TWO OR MORE DOMESTIC PROFIT CORPORATIONS ARE FILED PURSUANT TO SECTION 607.1105, FLORIDA STATUTES.

THE STATUTE NUMBERS MENTIONED IN THIS DOCUMENT DO NOT PERTAIN TO A MERGER BETWEEN 2 DOMESTIC CORPORATIONS. PLEASE REVIEW THE APPLICABLE CHAPTERS OF FLORIDA STATUTE.

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) 245-6880.

KAREN GIBSON  
CORPORATE SPECIALIST

FAX AUD. #: H02000157602  
LETTER NUMBER: 102A00041050

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### ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with Section 607.1105, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for the merging party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Micro-Metals Manufacturing, Inc. 2385 Aerial Way Brooksville, FL 34604 Florida Document Number P000000259	Florida	Corporation

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type for the surviving party is as follows:

The PAR Worldwide Group Incorporated 2385 Aerial Way Brooksville, FL 34604 Florida Document Number P00000057501	Florida	Corporation
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**THIRD:** The attached Plan of Merger meets the requirements of Section 607.1101, Florida Statutes, and was approved by the directors and shareholders of each domestic corporation that is a party to the merger on June 26, 2002, in accordance with Chapter 607, Florida Statutes.

**FOURTH:** The surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a shareholder of the surviving entity on June 26, 2002, pursuant to Section 607.1103, Florida Statutes.

**FIFTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the Articles of Incorporation of any corporation that is a party to the merger.

**SIXTH:** The merger shall become effective as of July 1, 2002.

**SEVENTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

EFFECTIVE DATE  
7-1-02

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2002 JUN 27 PM 4:36

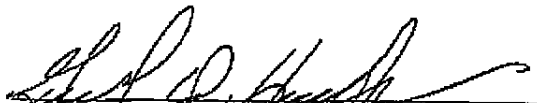
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**EIGHTH: Signatures for each Party:**

Name of Entity

Signature and Typed Name of Individual

The PAR Worldwide Group Incorporated

  
Gerard D. Henderson, President

Micro-Metals Manufacturing, Inc.

  
Gerard D. Henderson, President

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### PLAN OF MERGER

The following Plan of Merger which was adopted and approved by each party to the merger in accordance with section 607.1103, is being submitted in accordance with section 607.1105, Florida Statutes.

**FIRST:** The exact name and jurisdiction for the merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>
Micro-Metals Manufacturing, Inc.	Florida

**SECOND:** The exact name and jurisdiction for the surviving party are as follows:

The PAR Worldwide Group Incorporated	Florida
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**THIRD:** The terms and conditions of the merger are as follows:

The separate existence of Micro-Metals Manufacturing, Inc. shall cease at the effective time and date of the merger, and The PAR Worldwide Group Incorporated shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Business Corporation Act.

**FOURTH:** The manner and basis of converting the interests, shares, obligations or other securities of the merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

The issued shares of Micro-Metals Manufacturing, Inc. shall not be converted in any manner, but each said shares and membership interest which is issued immediately prior to the effective date of the merger shall be surrendered and extinguished.

FWMERDOCS1838.vpd