

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301

222

300004422453-0
06/15/01-01056-011
*****78.75 *****78.75

01 JUN 15 2004
FILED
TALLAHASSEE, FL
SECRETARY OF STATE

CONTACT: CINDY HICKS

DATE: 6-15-01

REF. #: 0631.16799 Merger

CORP. NAME: MONTACHEM INTERNATIONAL, INC.

MERGING INTO: TP TECHNICAL, INC

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: _____ | | |

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
0001 JUN 15 PM 12:35
NOT RECORDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

STATE FEES PREPAID WITH CHECK# 15518 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

300004422453-0
-06/15/01-01056-011
*****78.75 *****78.75

COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

NR
6/15/01

ARTICLES OF MERGER
Merger Sheet

MERGING:

MONTACHEM INTERNATIONAL, INC., a Florida corporation P00000058073

INTO

TP TECHNICAL, INC., a Florida entity, P00000068287

File date: June 15, 2001

Corporate Specialist: Annette Ramsey

FILED
01 JUN 15 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
MONTACHEM INTERNATIONAL, INC.
AND
TP TECHNICAL, INC.

To the Secretary of State
State of Florida


Pursuant to the provisions of the Florida Business Corporation Act, the domestic corporations herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging MONTACHEM INTERNATIONAL, INC. ("Montachem") with and into TP TECHNICAL, INC. ("TPT"), as approved and adopted by written consent of the shareholders entitled to vote thereon of each of Montachem and TPT on May 22, 2001, in accordance with the provisions of Section 607.0704 the Florida Business Corporation Act.


2. TPT will continue its existence as the surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act.

Executed on: May 22, 2001

MONTACHEM INTERNATIONAL, INC.

By: 
Jaime Peisach
President

TP TECHNICAL INC.

By: 
Jaime Peisach
President

PLAN OF MERGER

PLAN OF MERGER adopted for MONTACHEM INTERNATIONAL, INC., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on May 22, 2001, and adopted for TP TECHNICAL, INC., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on May 22, 2001.

The names of the corporations planning to merge are MONTACHEM INTERNATIONAL, INC. ("Montachem"), a business corporation organized under the laws of the State of Florida, and TP TECHNICAL, INC. ("TPT"), a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which Montachem plans to merge is TP Technical, Inc.

1. Montachem and TPT shall, pursuant to the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, TPT, which shall be the surviving corporation at the effective time and 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 Florida Business Corporation Act. The separate existence of Montachem, 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.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation 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 Florida Business Corporation Act.

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

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into one (1) share of the surviving corporation. The issued shares of

the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation and to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation and by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, 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 that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and the Board of Directors and the proper officers 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.