



# PD10000418433

ACCOUNT NO. : 072100000032

REFERENCE : 156892 11654A

AUTHORIZATION :

*Patricia Pijuta*

COST LIMIT : \$ 86.25

ORDER DATE : May 21, 2001

ORDER TIME : 12:0 PM

ORDER NO. : 156892-015

CUSTOMER NO: 11654A

CUSTOMER: Ms. Jacky C. Portal  
Holtzman, Krinzman, Equels  
2601 South Bayshore Drive  
Suite 600  
Miami, FL 33133

ARTICLES OF MERGER

STANTON MAGNETICS, LLC

INTO

STANTON MAGNETICS, INC.

500004274015--4

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (THREE) SETS PLEASE !!! CERTIFIED COPY  
PLAIN STAMPED COPY

CONTACT PERSON: CARINA DUNLAP EXT 1151

EXAMINER'S INITIALS:

*JD*  
*5-22-01*

APPROVED  
AND  
FILED  
01 MAY 21 PM 12:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
RECEIVED  
01 MAY 21 PM 12:56  
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 21, 2001

CSC  
CARINA L. DUNLAP

SUBJECT: STANTON MAGNETICS, INC.  
Ref. Number: P01000048433

We have received your document for STANTON MAGNETICS, INC. and the authorization to debit your account in the amount of \$86.25. However, the document has not been filed and is being returned for the following:

Our records indicate that STANTON MAGNETICS, L.L.C. filed a name change amendment on May 11, 2001. The new name is STANTON MAGNETICS ENT., LLC. Please amend your document throughout to reflect the new name.

The Plan of Merger needs to be signed by Gerard Cohen.

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) 487-6025.

Trevor Brumbley  
Document Specialist

Letter Number: 301A00031095

APPROVED  
AND  
FILED  
01 MAY 21 PM 1:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

STANTON MAGNETICS ENT., LLC, A FLORIDA ENTITY L98000001484

INTO

**STANTON MAGNETICS, INC.**, a Florida entity, P01000048433

File date: May 21, 2001

Corporate Specialist: Trevor Brumbley

Account number: 072100000032

Amount charged: 86.25

**ARTICLES OF MERGER  
OF  
STANTON MAGNETICS ENT., LLC  
INTO  
STANTON MAGNETICS, INC.**

L9800000481 Pursuant to the provisions of Section 607.1108 of the Florida Business Corporation Act (the "Act") and Section 608.438 of the Florida Limited Liability Company Act (the "LLC Act"), **STANTON MAGNETICS ENT., LLC**, a Florida limited liability company, (the "Merging Company"); and **STANTON MAGNETICS, INC.**, a Florida corporation ("the "Surviving Corporation") adopt the following Articles of Merger for the purpose of merging the Merging Company with and into the Surviving Corporation. PD00 DD48433

- FIRST:** The Plan of Merger is attached hereto as Exhibit "A".
- SECOND:** The Plan of Merger was adopted by the Shareholders and the Board of Directors of the Surviving Corporation in accordance with the provisions of the Florida Business Corporation Act.
- THIRD:** The Plan of Merger was adopted by the Members and Manager of the Merging Company, in accordance with the provisions of the Florida Limited Liability Act.
- FORTH:** The Surviving Corporation has obtained the written consent of the Board of Directors and Shareholders.
- FIFTH:** The Merging Company has obtained the written consent of its Members and Manager.
- SIXTH:** The Merger is permitted under the applicable laws of the State of Florida and is not prohibited by any agreement, articles of incorporation, regulations or articles of organization of any of the companies that is a party to the Merger.
- SEVENTH:** The Merger shall become effective on the date (the "Effective Date") on which the Articles of Merger are filed with the Department of the State of Florida.

APPROVED  
AND  
FILED

01 MAY 21 PM 1:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

\\CDMA\GILEWIS\BODMAIN\PO\PO L... 20010521

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of this \_\_\_\_\_ day of May, 2001.

**STANTON MAGNETICS, INC.**  
a Florida corporation

By:   
Gerard M. Cohen, President

**STANTON MAGNETICS, L.L.C.,**  
a Florida limited liability company

By:   
Gerard M. Cohen, Manager

APPROVED  
AND  
FILED

01 MAY 21 PM 1:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**PLAN OF MERGER**

**PLAN OF MERGER**, dated \_\_\_\_\_, 2001 between **STANTON MAGNETICS ENT., LLC**, a Florida Limited Liability Company (the "Merging Company") and **STANTON MAGNETICS, INC.**, a Florida corporation (the "Surviving Corporation").

The Merging Company and the Surviving Corporation desire to effect the statutory merger of the Merging Company and the Surviving Corporation, and the Surviving Corporation shall survive such merger, as follows:

1. **Merging Company.** The Merging Company shall be party to the merger ("Merger") with and into the Surviving Corporation
2. **Terms and Conditions of Merger.** The Merging Company, pursuant to the provisions of the Florida Business Corporation Act and the Florida Limited Liability Company Act, shall be merged with and into the Surviving Corporation. On the Effective Date, the Surviving Corporation shall assume the rights, privileges and obligations of the Merging Company.
3. **Capital Stock; Conversion of Shares.** Upon the Effective Date, the Merging Company's membership certificates presently issued and outstanding, shall be retired. Upon the Effective Date, each issued and outstanding share of the Surviving Corporation's Common Stock shall remain issued and outstanding.
4. **Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation as of the Effective Date shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.
5. **Bylaws.** The Bylaws of the Surviving Corporation as of the Effective Date shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed the laws of the State of Florida.
6. **Directors and Officer.** The Directors and Officers of the Surviving Corporation in office on the Effective Date shall continue to be the Directors and Officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

:ODMAIGRPWISBODMAIN.POPOLIBRARY OF STATE  
1316.1APPROVED  
AND  
FILED  
01 MAY 21 PM 1:53

7. Effective Date. The Merger shall become effective on the date (the "Effective Date") on which the Articles of Merger are filed with the Department of the State.
8. Amendment of Plan of Merger. The Members and Managers of the Merging Company and the Board of Directors of the Surviving Corporation are authorized to amend this Plan of Merger at any time prior to the Effective Date.

STANTON MAGNETICS ENT., LLC,  
a Florida limited liability company

By: \_\_\_\_\_

Gerard M. Cohen, Manager

STANTON MAGNETICS, INC.,  
a Florida corporation

By: \_\_\_\_\_

Gerard Cohen, President

APPROVED  
AND  
FILED

01 MAY 21 PM 1:53

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA