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January 2, 2001

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Tenair, Inc.

Ladies and Gentlemen:

Enclosed are an original and one copy of the Articles of Merger of Tenair, Inc., a Florida Corporation and Tenair, Inc., a Delaware Corporation. The Agreement and Plan of Merger and Reorganization are attached as Exhibit "A". Also enclosed is a check in the amount of \$78.75 payable to the State of Florida. Kindly accept the enclosed for filing.

Please return a certified copy of the Articles of Merger to the undersigned at your convenience. Thank you for your cooperation in this matter. If you have any questions, please feel free to call.

Sincerely,



Jeanna D. Bialczak
JDB/

Enclosures

cc: Mr. Michael J. Tenzyk

VIA UPS OVERNIGHT DELIVERY

FILED
02 JAN -3 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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merger

T BROWN JAN 11 2002

ARTICLES OF MERGER
Merger Sheet

MERGING:

TENAIR, INC., a Georgia entity, not qualified in Florida

INTO

TENAIR, INC., a Florida entity, P01000105129

File date: January 3, 2002

Corporate Specialist: Teresa Brown

ARTICLES OF MERGER

FILED
02 JAN -3 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1103 of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of merger for the purpose of merging them into Tenair, Inc., a Florida Corporation:

1. The names of the corporations which are parties to the within merger are Tenair, Inc., a Florida Corporation and Tenair, Inc., a Delaware Corporation. TENAIR, INC., a Florida Corporation, is the surviving corporation.

2. The Plan of Merger was approved by the Board of Directors and Shareholders of TENAIR, INC., a Delaware Corporation, on December 31, 2001, in the manner prescribed by the Florida Business Corporation Act, which is attached as Exhibit "A."

3. The Plan of Merger was approved by the Board of Directors and Shareholders of TENAIR, INC., a Florida Corporation, on December 31, 2001, in the manner prescribed by the Florida Business Corporation Act, which is attached as Exhibit "A".

4. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of the shares of each class entitled to vote as a class, are as follows:

<u>Name of Corporation</u>	<u>Total Number of Shares Outstanding</u>
TENAIR, INC., A DELAWARE CORPORATION	100
TENAIR, INC., A FLORIDA CORPORATION	100

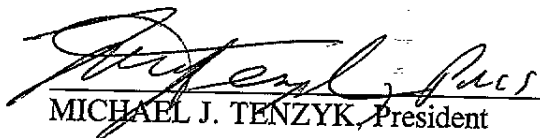
5. As to each of the undersigned corporations, the total number of shares voted for and against the plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>
TENAIR, INC., A DELAWARE CORPORATION	100	0
TENAIR, INC., A FLORIDA CORPORATION	100	0


6. The effective date of the merger is January 2, 2002, or the date these Articles are filed with the Secretary of State, if later.

These Articles of Merger are executed this 2nd day of January, 2002, by the duly authorized officers of each corporation.

TENAIR, INC., A DELAWARE CORPORATION


MICHAEL J. TENZYK, President

TENAIR, INC., A FLORIDA CORPORATION


MICHAEL J. TENZYK, President

EXHIBIT

A

AGREEMENT AND PLAN OF MERGER AND REORGANIZATION

This Agreement and Plan of Merger and Reorganization is dated December 31st, 2001, between Tenair, Inc., a Florida Corporation, hereafter called the "Surviving Corporation", and Tenair, Inc., a Delaware Corporation, hereafter called the "Absorbed Corporation", both of which are hereafter called the "Constituent Corporations".

STIPULATIONS

A. The Surviving Corporation is a corporation organized and existing under the laws of the State of Florida, with its principal office at 2118 S.W. Bradford Place, Palm City, Florida 34990.

B. The Surviving Corporation, has 1,000 authorized shares of One Dollar (\$1.00) par value common stock, of which 100 shares are issued and outstanding.

C. The Absorbed Corporation is a corporation organized and existing under the laws of the State of Florida with its principal office at 521 West Street, Wilmington, DE 19801.

D. The Absorbed Corporation, has 1,000 authorized shares of common stock of which 100 shares are issued and outstanding.

E. The Boards of Directors of the Constituent Corporations deem it desirable and in the best business interests of the corporations and their shareholders that the Absorbed Corporation be merged into the Surviving Corporation pursuant to the provisions of the Florida General Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(F) of the Internal Revenue code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions hereafter set forth, the constituent corporations agree as follows:

Section One. Merger. The Absorbed Corporation shall merge with and into the Surviving Corporation, which shall be the Surviving Corporation.

Section Two. Terms and Conditions. On the effective date of the merger, the separate existence of the Absorbed Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Absorbed Corporation, without the necessity for any separate transfer. This includes the outstanding shares of stock of the Absorbed Corporation, which shall have no value as of the effective date of the merger. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

Section Three. Changes in Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation, Tenair, Inc., a Florida Corporation, shall continue to be its Articles of Incorporation following the effective date of the merger.

Section Four. Changes in Bylaws. The bylaws of the Surviving Corporation, Tenair, Inc., a Florida Corporation, shall continue to be its bylaws following the effective date of the merger.

Section Five. Directors and Officers. The directors and officers of the Surviving Corporation, Tenair, Inc., a Florida Corporation, on the effective date of the merger shall continue as the directors and officers of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

Section Six. Prohibited Transactions. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than the ordinary course of business, except that the Absorbed Corporation and the Surviving Corporation may take all action necessary or appropriate under the laws of the State of Florida and the State of Delaware to consummate this merger.

Section Seven. Approval of Shareholders. This Plan of Merger shall be submitted for the approval of the shareholders of the Constituent Corporations in the manner provided by the

applicable laws of the State of Florida and the State of Delaware at meetings to be held on or before December 31, 2001, or at such other time as to which the boards of directors of the Constituent Corporations may agree.

Section Eight. Effective Date of Merger. The effective date of this merger shall be the date when Articles of Merger are filed by the Florida Department of State.

Section Nine. Effective Date of Merger. This Plan of Merger may be abandoned by action of the board of directors of either the Surviving Corporation or the Absorbed Corporation at any time prior to the effective date on the happening of either of the following events:

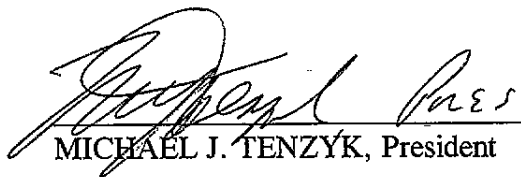
(a) If the merger is not approved by the stockholders of either the Surviving Corporation or the Absorbed Corporation on or before December 31, 2001; or

(b) If, in the judgment of the board of directors of either the Surviving Corporation or the Absorbed Corporation, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of Florida or the laws of the State of Delaware.

Section Ten. Execution of Agreement. This Plan of Merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

EXECUTED on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

Tenair, Inc., a Delaware Corporation


MICHAEL J. TENZYK, President

(SEAL)

Tenair, Inc., a Florida Corporation


MICHAEL J. TENZYK, President

(SEAL)