

P01000115021


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December 11, 2001

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314


Re: Moon's Saw and Tool, Inc.

600004729126--9
-12/17/01--01068--015
*****70.00 *****70.00

Dear Sir/Madam:

Enclosed for filing, please find an original and one (1) copy of the Articles of Merger for Moon's Sawn and Tool, Inc. Our firm's check in the amount of \$70.00 is also enclosed representing the filing fee for said articles. Please return a filed copy of the enclosed to the undersigned at your earliest convenience. Thank you.

Sincerely,


Helen Brock Ford
Paralegal

/hbf
Enclosures

Cc: Mr. Jesse L. Moon

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 DEC 17 PM 1:00

Merger.

V SHEPARD DEC 26 2001

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

MOON'S SAW AND TOOL, INC., an Illinois corporation not qualified in Florida

INTO

MOON'S SAW AND TOOL, INC., a Florida entity, P01000115021.

File date: December 17, 2001

Corporate Specialist: Velma Shepard

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 DEC 17 PM 1:00

**ARTICLES OF MERGER
OF**

**Moon's Saw & Tool, Inc.
(an Illinois corporation)**

WITH AND INTO

**AND
Moon's Saw & Tool, Inc.
(a Florida corporation)**

Pursuant to the provisions of Sections 607.1105 and 607.1107 of the Florida Statutes,
these Articles of Merger provide that:

1. Moon's Saw & Tool, Inc., an Illinois corporation ("Moon's (IL)"), shall be merged with and into Moon's Saw ^{AND} Tool, Inc., a Florida corporation ("Moon's (FL)"), which shall be the surviving corporation.

2. The merger shall become effective as of the date of filing of these Articles of Merger.

3. The terms and conditions of the proposed merger and the manner of converting the shares of Common Stock of Moon's (IL) are set forth in the Plan of Merger dated as of November 28, 2001, pursuant to which Moon's (IL) shall be merged with and into Moon's (FL) (the "Merger"), which Plan of Merger is attached hereto as Exhibit "A" (the "Plan of Merger").

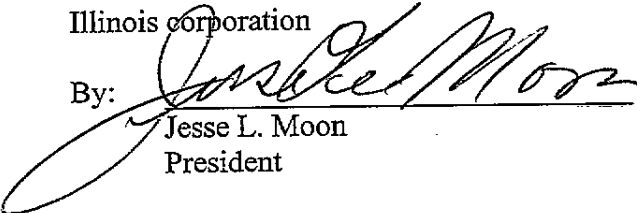
4. The Plan of Merger was adopted by the Board of Directors and Shareholders of Moon's (IL) on November 28, 2001 by unanimous written consent in accordance with the applicable provisions of the Illinois Business Corporation Act.

5. The Plan of Merger was adopted by the Board of Directors and Shareholders of Moon's (FL) on November 28, 2001 by unanimous written consent in accordance with the applicable provisions of Chapter 607 of the Florida Statutes.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of Moon's (IL) and Moon's (FL) by the undersigned as of November 28, 2001.

MOON'S SAW & TOOL, INC. (IL), an
Illinois corporation

By:


Jesse L. Moon
President

MOON'S SAW & TOOL, INC. (FL), a Florida
corporation

By:

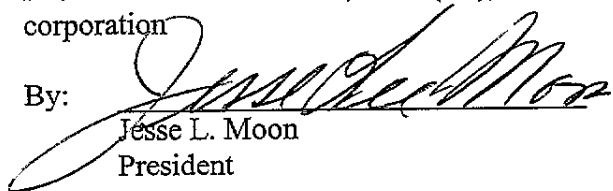

Jesse L. Moon
President

EXHIBIT "A"

PLAN OF MERGER

OF

Moon's Saw and Tool, Inc.
(an Illinois corporation)

WITH AND INTO

Moon's Saw and Tool, Inc.
(a Florida corporation)

This Plan of Merger is dated effective as of November 28, 2001 by and between Moon's Saw and Tool, Inc., an Illinois corporation ("Moon's (IL)") and Moon's Saw and Tool, Inc., a Florida corporation ("Moon's (FL)").

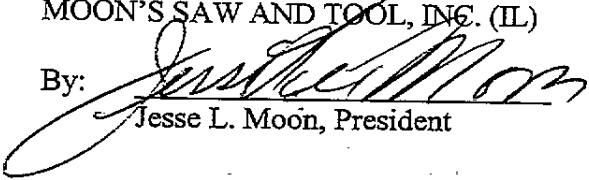
In consideration of the mutual covenants set forth in this Agreement, the parties agree as follows:

1. In accordance with the provisions of this Plan of Merger and the Florida Business Corporation Act dated as of November 28, 2001 by and among Moon's (IL) and Moon's (FL), at the Effective Time (as defined below), Moon's (IL) shall be merged with and into Moon's (FL) (the "Merger"), the separate and corporate existence of Moon's (IL) shall cease, and Moon's (FL) (the "Surviving Corporation") shall continue its corporate existence pursuant to the laws of Florida under its present name. (Moon's (IL) and Moon's (FL) are collectively referred to as the "Constituent Corporations.")
2. The Merger shall become effective as of the date of filing of the Articles of Merger (the "Effective Time").
3. The Surviving Corporation shall possess and retain every interest in all assets and property of every description. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.
4. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Time.
5. At the Effective Time, by virtue of the Merger each share of Moon's (IL) common stock outstanding immediately prior to the Merger shall be converted into a single share of Moon's (FL) common stock.

6. This document may be executed in one or more counterparts, a complete set of which shall constitute one original.

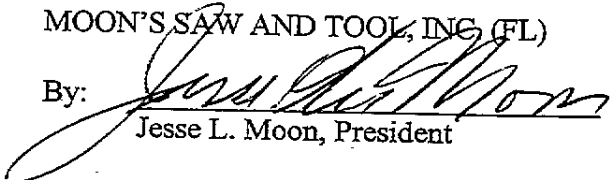
MOON'S SAW AND TOOL, INC. (IL)

By:


Jesse L. Moon, President

MOON'S SAW AND TOOL, INC. (FL)

By:


Jesse L. Moon, President