

CSC **010000116176**

ACCOUNT NO : 07210000003

REFERENCE : 520615 7159924

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 78.75

ORDER DATE : December 24, 2001

ORDER TIME : 1:05 PM

ORDER NO. : 520615-005

CUSTOMER NO: 7159924

CUSTOMER: Toni Clark, Paralegal
Rafferty Gutierrez & Sanchez-
Suite 1400
1101 Brickell Avenue
Miami, FL 33131

EFFECTIVE DATE
12/31/01

*Merger &
name
change*

200004737712--0

ARTICLES OF MERGER

HOERBIGER SERVICE INC.

INTO

HOERBIGER SERVICE (FLORIDA)
INC.

RECEIVED
01 DEC 26 AM 8:34
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Sara Lea EXT 1114
EXAMINER'S INITIALS: *RR*

X02250, 00524, 00672



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 26, 2001

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: HOERBIGER SERVICE (FLORIDA) INC.
Ref. Number: P01000116176

RESUBMIT
Please give original
submission date as file date.

We have received your document for HOERBIGER SERVICE (FLORIDA) INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

Hoerbiger Service (Florida) Inc. can't be both a merging and surviving corporation. Please correct paragraph 2.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 501A00067097

RECEIVED
01 DEC 27 PM 2:24
DIVISION OF CORPORATIONS

Annette, per our conversation, I need a total of 5 CC's of the merger and the other copy needs to be walked over to Certificates for an "All Docs" cr.

Thank,

del

ARTICLES OF MERGER
Merger Sheet

MERGING:

HOERBIGER SERVICE INC., a New York corporation P30781

INTO

HOERBIGER SERVICE (FLORIDA) INC. which changed its name to

HOERBIGER SERVICE INC., a Florida entity, P01000116176

File date: December 26, 2001, effective December 31, 2001

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Amount charged: 78.75

EFFECTIVE DATE
12/31/01

FILED
01 DEC 26 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
HOERBIGER SERVICE INC.
AND
HOERBIGER SERVICE (FLORIDA) INC.**

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

1. The name and jurisdiction of the surviving corporation is:

<u>NAME:</u>	<u>JURISDICTION</u>
Hoerbiger Service (Florida) Inc.	Florida

2. The name and jurisdiction of each merging corporation is:

<u>NAME</u>	<u>JURISDICTION</u>
Hoerbiger Service Inc.	New York

3. The Plan of Merger is attached hereto as Exhibit "A".

4. The merger shall become effective on December 31, 2001.

5. The Plan of Merger was adopted by the sole shareholder of the surviving corporation as of the 21st day of December, 2001.

6. The Plan of Merger was adopted by the sole shareholder of the merging corporation as of the 21st day of December, 2001.

7. Article I of the Articles of Incorporation of the surviving corporation is hereby

amended as of the effective date of the merger to read as follows:

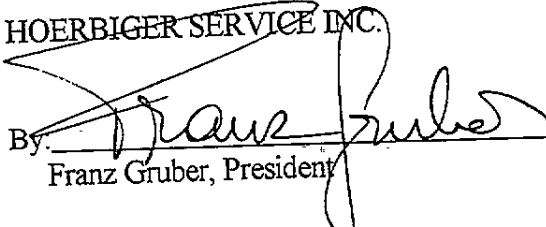
**"ARTICLE I
NAME**

The name and the principal place of business and mailing address of this Corporation shall be:

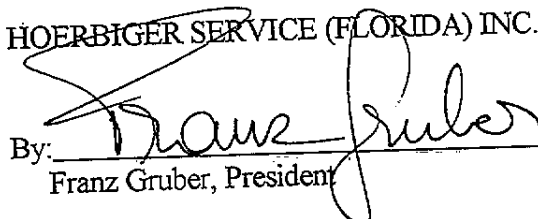
HOERBIGER SERVICE INC.

3350 Gateway Drive
Pompano Beach, Florida 33069."

HOERBIGER SERVICE INC.

By: 
Franz Gruber, President

HOERBIGER SERVICE (FLORIDA) INC.

By: 
Franz Gruber, President

PLAN OF MERGER

PLAN OF MERGER adopted as of December 21st 2001 by Hoerbiger Service Inc. ("HSNY") a business corporation of the State of New York, and by its Board of Directors on said date, and adopted as of December 21st 2001 by Hoerbiger Service (Florida) Inc. ("HSFL") a business corporation incorporated under the laws of the State of Florida, and by its Board of Directors on said date.

1. HSNY and HSFL shall, pursuant to the provisions of the Business Corporation Law of the State of New York, and the provisions of the laws of the State of Florida Business Corporations Act, be merged with and into a single corporation, to wit, HSFL, which shall be the surviving corporation upon the effective 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 the amended name of Hoerbiger Service Inc., pursuant to the provisions of the laws of the jurisdiction of its incorporation. The separate existence of HSNY, which is sometimes hereinafter referred to as the "terminating corporation", shall cease upon the effective date of the merger in accordance with the provisions of the Business Corporation Law of the State of New York.

2. The number of outstanding shares of the terminating corporation is 3 shares, all of which are of one class and are common shares, all of which are entitled to vote.

3. The number of outstanding shares of the surviving corporation is 1.5 shares, all of which are of one class and are common shares, all of which are entitled to vote.

4. The Bylaws of the surviving corporation upon the effective date of the merger 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 laws of the jurisdiction of its incorporation.

5. The directors and the officers in office of the surviving corporation upon the effective date of the merger shall be members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until such election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

6. Each issued share of the terminating corporation shall, upon the effective date of the merger, be converted into one-half share of the surviving corporation. The issued shares of the surviving corporation shall not be converted into any manner, but each said share which is issued as of the effective day of the merger shall continue to represent one issued share of the surviving corporation.

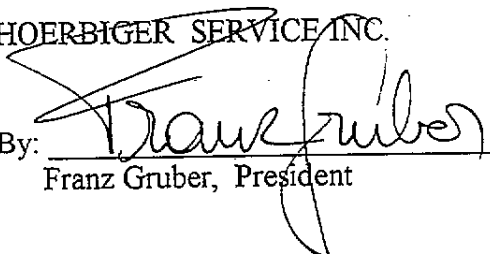
7. The Plan of Merger herein made and adopted shall be submitted to the shareholders of the terminating corporation for their adoption or rejection in the manner prescribed by the provisions of the Business Corporation Law of the State of New York, and the merger of the terminating corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of incorporation of the surviving corporation.

8. In the event that the Plan of Merger shall have been adopted by the shareholders entitled to vote of the terminating corporation in the manner prescribed by the provisions of the Business Corporation Law of the State of New York, and in the event that the merger of the terminating corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of the incorporation of the surviving corporation, the terminating 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 New York and the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

9. The Board of Directors and the proper officers of the terminating corporation and 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.

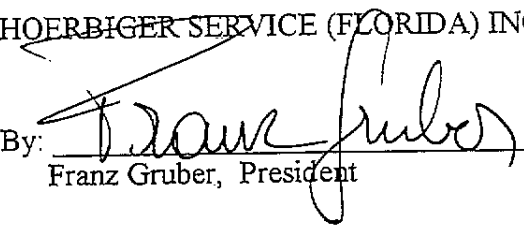
10. The effective date of the merger shall be December 31, 2001.

HOERBIGER SERVICE INC.

By: 

Franz Gruber, President

HOERBIGER SERVICE (FLORIDA) INC.

By: 

Franz Gruber, President