

PD2000052789



ACCOUNT NO. : 072100000032

REFERENCE : 701784 82866A

AUTHORIZATION :

COST LIMIT : \$ 70.00

FILED
02 AUG 12 PM 4:12
SECRETARY OF STATE
TALAHASSEE, FLORIDA

ORDER DATE : August 12, 2002

ORDER TIME : 3:33 PM

ORDER NO. : 701784-005

CUSTOMER NO: 82866A

CUSTOMER: John J. Lancaster, Esq
Clark, Campbell & Mawhinney,
Suite 800
500 South Florida Avenue
Lakeland, FL 33801

700007064767--5

ARTICLES OF MERGER

INSTRUMENTATION SPECIALISTS,
INC.

INTO

INSTRUMENTS SOUTH CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON:

Norma Hull

C. Coulllette AUG 14 2002

EXAMINER'S INITIALS:

02 AUG 12 PM 4:07

RECEIVED

X02250, 00524, 00672

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

INSTRUMENTATION SPECIALISTS, INC., a Tennessee corporation not
qualified

INTO

INSTRUMENTS SOUTH CORPORATION, a Florida entity, P02000052789.

File date: August 12, 2002

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 70.00



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 13, 2002

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: INSTRUMENTS SOUTH CORPORATION
Ref. Number: P02000052789

RESUBMIT
Please give original
submission date as file date.

We have received your document for INSTRUMENTS SOUTH CORPORATION and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

Please delete Instruments South Corporation from the second paragraph since it can not be both a merged and a surviving corporation.

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

Annette Ramsey
Corporate Specialist

Letter Number: 402A00048033

RECEIVED
02 AUG 14 AM 11:52
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

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:

Instruments South Corporation, a Florida corporation

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

Instrumentation Specialists, Inc., a Tennessee corporation
615 W. Main Street, Greenville, Tennessee 37743
FEI: 62-1586493
Document (Control) No. 0287661

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3. The Plan of Merger is attached hereto.

4. The merger shall become effective on the 12th day of Aug. 2002.

5. The Plan of Merger was adopted and approved by all of the directors and shareholders of the surviving corporation on July 1, 2002.

6. The Plan of Merger was adopted and approved by all of the directors and shareholders of the merging corporation on July 1, 2002.

Instrumentation Specialists, Inc.,
a Tennessee corporation

By: 

Albert M. Jarrell, its President

Instruments South Corporation,
a Florida corporation

By: 

Ross Toepel, its President

PLAN OF MERGER

The following is a plan of merger dated this 19th day of June, 2002 which shall be effective as of the 19th day of June, 2002 (the "Effective Date") by and between Instruments South Corporation, a Florida corporation (the "Surviving Corporation") and Instrumentation Specialists, Inc., a Tennessee corporation (the "Merging Corporation").

1. **Merger.** On the Effective Date, the Merging Corporation shall be merged with and into the Surviving Corporation. The separate existence of the Merging Corporation shall cease, and both the Merging and Surviving Corporations shall become a single corporation which shall be the Surviving Corporation. The title to all real estate and other property owned by the Merging Corporation and the Surviving Corporation shall be vested in the Surviving Corporation without reversion or impairment, and without further act or deed. The Surviving Corporation shall assume all liabilities and obligations of the Merging Corporation and the Surviving Corporation as of the Effective Date. Any proceeding pending against the Merging Corporation or the Surviving Corporation may be continued as if the merger did not occur, or the Surviving Corporation may be substituted in the proceeding for the Merging Corporation.

2. **Purpose.** The purpose of the merger is to change the situs of the Merging Corporation from Tennessee to Florida, and such merger is to qualify as a tax free reorganization under IRC § 368.

3. **Approval of Merger.** The merger has been adopted and approved by the all of the directors and shareholders of the Surviving Corporation. The merger has been adopted and approved by all of the directors and shareholders of the Merging Corporation.

4. **Closing.** The closing of this merger shall take place at the office of the counsel of the Surviving Corporation on the 19th day of June, 2002, or at such other place or at such other time as may be agreed upon by the Surviving Corporation and the Merging Corporation. At the time of closing, the Surviving Corporation and the Merging Corporation shall cause the Articles of Merger to be filed. The Merging Corporation and the Surviving Corporation shall each deliver to the other, a resolution of the Board of Directors and Shareholders of the delivering corporation, approving the merger. From time to time after the closing, the parties shall execute and deliver such other documents and take such other actions as may reasonably be required to accomplish the merger.

5. **Shares of Stock.** The manner and basis of converting the interests, shares, obligations or other securities of the Merging Corporation into the interests, shares, obligations or other securities of the Surviving Corporation, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the Surviving Corporation or another corporation or, in whole or in part, into cash or other property are as follows:

(a) **Exchange of Shares.** On or after the Effective Date, the Surviving Corporation, upon the receipt of the properly endorsed stock certificates representing the outstanding shares of the common stock of the Merging Corporation, shall issue stock certificates representing

one hundred (100) shares of the fully paid and nonassessable common stock of the Surviving Corporation to AMJ Equipment Corporation, a Florida corporation.

(b) Cancellation of Shares. On the Effective Date, each share of stock of the Merging Corporation that is then issued and outstanding shall, by virtue of the merger and without any action on the part of the Merging Corporation or the Surviving Corporation, be immediately canceled.

(c) Continuation of Shares. Each share of stock of the Surviving Corporation that is issued and outstanding as of the Effective Date shall continue to be an issued and outstanding share of the Surviving Corporation notwithstanding the merger.

6. Corporate Incidents.

(a) Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall be the Articles of Incorporation of the Surviving Corporation following this merger.

(b) Bylaws. The Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall be the Bylaws of the Surviving Corporation following this merger.

(c) Board of Directors and Officers. The Board of Directors of the Surviving Corporation shall consist of the persons who are members of the Board of Directors of the Surviving Corporation immediately prior to the Effective Date. The Board of Directors shall hold office until their successors have been elected and qualified. The Officers of the Surviving Corporation shall consist of the following persons, who shall hold office until their successors have been elected and qualified:

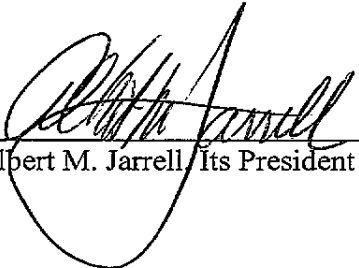
<u>Name</u>	<u>Title</u>
Albert M. Jarrell	CEO/Treasurer
Ross Toepel	President/Secretary

7. Representations and Warranties of the Merging Corporation. The Merging Corporation is a corporation duly organized and existing in good standing under the laws of the State of Tennessee and has the corporate power to own its properties and to carry on its business as now conducted, and is qualified to do business in no other jurisdiction.

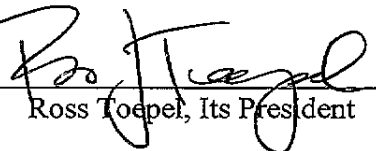
8. Representations and Warranties of the Surviving Corporation. The Surviving Corporation is a corporation duly organized and existing in good standing under the laws of the State of Florida and has the corporate power to own its properties and to carry on its business as now conducted, and is qualified to do business in no other jurisdiction.

The foregoing was approved and adopted by all of the directors and shareholders of the Merging Corporation and Surviving Corporation on July 1, 2002.

INSTRUMENTATION SPECIALISTS, INC.,
a Tennessee corporation

By: 
Albert M. Jarrell, Its President

INSTRUMENTS SOUTH CORPORATION,
a Florida corporation

By: 
Ross Toepel, Its President