

09/05/03

Division of Corporations

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P03000000918

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : WILLIAMS, PARKER, HARRISON, DIETZ & GETZEN, P.A.
Account Number : 072720000266
Phone : (941) 366-4800
Fax Number : (941) 366-5109

MERGER OR SHARE EXCHANGE

BALLENTYNE ASSOCIATES INC.

Certificate of Status	0
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Page Count	05
Estimated Charge	\$78.75

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03 SEP -5 AM 10:02

DIVISION OF CORPORATIONS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 SEP -5 AM 10:25

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 4, 2003

BALLENTYNE ASSOCIATES INC.
1281 GULF OF MEXICO DR, APT 208
LONGBOAT KEYS, FL 34228

SUBJECT: BALLENTYNE ASSOCIATES INC.
REF: P03000009185

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

Please complete number 2 on the plan of merger.

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) 245-6869.

Teresa Brown
Document Specialist

FAX Aud. #: H03000267975
Letter Number: 303A00049425



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 5, 2003

BALLENTYNE ASSOCIATES INC.
1281 GULF OF MEXICO DR, APT 208
LONGBOAT KEYS, FL 34228

SUBJECT: BALLENTYNE ASSOCIATES INC.
REF: P03000009185

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

The current name of the entity is as referenced above. Please correct your document accordingly.

The name of the entity must be identical throughout the document.

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) 245-6869.

Teresa Brown
Document Specialist

FAX Aud. #: H03000267975
Letter Number: 603A00049486

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ARTICLES OF MERGER
OF
BALLENTYNE ASSOCIATES-INC.,
a New Jersey corporation,
INTO
BALLENTYNE ASSOCIATES-INC.,
a Florida corporation

FILED
03 SEP -5 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ballentyne Associates- Inc., a Florida corporation (herein called "Parent"), hereby delivers to the Department of State for filing the following Articles of Merger for the merger of Ballentyne Associates- Inc., a New Jersey corporation (herein called "Subsidiary"), with and into Parent. Parent shall be the surviving corporation.

1. A true copy of the Plan of Merger is attached hereto as Exhibit A.
2. The effective date of the merger is the close of business upon the filing of these Articles of Merger (the "Effective Date").
3. Action by the shareholders of Parent on this Plan of Merger is not required because the Articles of Incorporation of Parent will not differ from its Articles before the merger, and each shareholder of Parent, whose shares were outstanding immediately prior to the effective date of the merger will hold the same number of shares with identical designations, preferences, limitations and relative rights immediately after the merger.
4. The foregoing Plan of Merger was approved by the Board of Directors of Parent by written consent of all of the directors on January 24, 2003 ~~2002~~.

IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered by the constituent corporations as of the Effective Date. .

BALLENTYNE ASSOCIATES-INC., a Florida
corporation

"Parent"

By: 

Anthony C. Esposito
As its President

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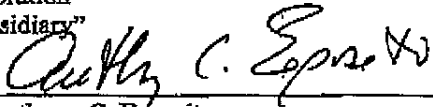
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BALLENTYNE ASSOCIATES INC., a New Jersey
corporation
"Subsidiary"

By:


Anthony C. Esposito
As its President

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EXHIBIT A
PLAN OF MERGER
OF
BALLENTYNE ASSOCIATES, INC.,
a New Jersey corporation,
INTO
BALLENTYNE ASSOCIATES, INC.,
a Florida corporation

Merger between Ballentyne Associates, Inc., a Florida corporation (the "Parent"), and Ballentyne Associates, Inc., a New Jersey corporation (the "Subsidiary") (collectively the "Constituent Corporations"). This merger is being effected under this Plan of Merger ("Plan") in accordance with Sections 14A:10-5.1 and 14A:10-7 of the New Jersey Business Corporation Act and Sections 607.1104 and 607.1107 of the Florida Business Corporation Act.

1. Ownership. Parent owns all of the issued and outstanding shares of common stock of Subsidiary, which are 100 shares of common stock, no par value.

2. Merger and Effective Date. As of the close of business on September 4, 2003 (herein called the "Effective Date"), Subsidiary shall merge with and into Parent, which shall be the surviving corporation, and the separate existence of Subsidiary shall cease.

3. Articles of Incorporation. The Articles of Incorporation of Parent, as in effect immediately before the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Parent from and after the Effective Date until further amended as permitted by law.

4. Shareholders of the Constituent Corporations. On the Effective Date, each share of Subsidiary's common stock that shall be issued and outstanding at that time shall without more be cancelled. Each share of Parent's stock that is issued and outstanding on the Effective Date shall continue as an outstanding share of Parent's stock.

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5. Satisfaction of Rights of Subsidiary Shareholders. Since the only shareholder of Subsidiary is Parent, there are no dissenting shareholders and no notice to dissenting shareholders is necessary. The sole shareholder has waived the requirement of mailing a copy or summary of the Plan of Merger to each shareholder.

6. Effect of Merger. On the Effective Date, the separate existence of Subsidiary shall cease, and Parent shall be fully vested in Subsidiary's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1106 of the Florida Business Corporation Act and Sections 14A:10-5.1 and 14A:10-7 of the New Jersey Business Corporation Act.

7. Supplemental Action. If at any time after the Effective Date, Parent shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Parent or Subsidiary, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Parent, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Parent, or to otherwise carry out the provisions of this Plan.

8. Filing with the Florida Secretary of State and Effective Date. On or prior to the Effective Date, Subsidiary and Parent shall cause their respective Presidents (or Vice Presidents) to execute Articles of Merger as appropriate, and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Parent to the Florida Secretary of State and the New Jersey Secretary of State.

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9. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

10. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations.

BALLENTYNE ASSOCIATES, INC.,
a Florida corporation
"Parent"

Date: 9.4.03By: Anthony C. Esposito

Anthony C. Esposito, Its President

BALLENTYNE ASSOCIATES, INC., a
New Jersey corporation
"Subsidiary"

By: Anthony C. Esposito

Anthony C. Esposito, Its President

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