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Florida Department of State

Division of Corporations

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MERGER OR SHARE EXCHANGE

DI-AN CONTROLS, INC.

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ARTICLES OF MERGER
OF
DI-AN CONTROLS, INC.
(A Massachusetts Corporation)
WITH AND INTO
DI-AN CONTROLS, INC.
(A Florida Corporation)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: The plan of merger is as follows:

1. **Merger.** **Di-An Controls, Inc.**, a Massachusetts corporation ("MASSACHUSETTS"), shall be merged (the "Merger") with and into **DI-An Controls, Inc.**, a Florida corporation bearing **Document Number P04000110513** ("FLORIDA"). FLORIDA and MASSACHUSETTS are sometimes hereinafter collectively referred to as the "Constituent Corporations." FLORIDA shall be the surviving corporation of the Merger (the "Surviving Corporation") effective upon the date when these Articles of Merger are filed with the Secretary of the State of Florida (the "Effective Date"). Articles of Dissolution of the Massachusetts Corporation shall be filed with the appropriate authorities.

2. **Articles of Incorporation and By-Laws.** The Articles of Incorporation and the By Laws of FLORIDA shall be the Articles of Incorporation and By-Laws of the Surviving Corporation.

3. **Succession.** On the Effective Date, FLORIDA shall continue its corporate existence under the laws of the State of Florida, and the separate existence and corporate organization of MASSACHUSETTS, except insofar as it may be continued by operation of law, shall be terminated and cease.

4. **Conversion of Common Stock.** On the Effective Date, by virtue of the Merger and without any further action on the part of the Constituent Corporations or their shareholders, each outstanding share of Massachusetts's common stock and associated stock purchase rights shall be converted at the Effective Date of the Merger into the right to receive ONE (1) fully paid and non-assessable share of FLORIDA's \$.00001 par value common stock. Each share of common stock of FLORIDA issued and outstanding prior to the Effective Date shall remain outstanding.

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SECOND: The Effective Date of the Merger is the date upon which these Articles of Merger are filed with the Secretary of the State of Florida.

THIRD: The Plan of Merger was adopted by FLORIDA's Board of Directors by Resolution dated October 4, 2004, and by MASSACHUSETTS's Board of Directors by Resolution dated October 4, 2004. Approval by MASSACHUSETTS's was obtained by the vote of a majority of the shareholders voting at a Special Meeting duly called and held on October 4, 2004. Approval by FLORIDA was obtained by consent of a majority of the shareholders of the company dated October 4, 2004.

FOURTH: The merger of the Constituent Corporations is permitted by the laws of the jurisdictions of organization of each Constituent Corporation and is in compliance with said laws.

Signed this 4th day of October 2004.

Di-An Controls, Inc, a Massachusetts Corporation


By: Joe V. Overcash
Sole Officer and Director

Di-An Controls, Inc, a Florida Corporation


By: Joe V. Overcash
President

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