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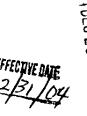
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DIVISION OF CORPORATIONS

DIVISION OF CORPORATIONS

DIVISION OF CORPORATIONS

Merger 15 12/5

TRANSMITTAL LETTER.

TO: Amendment Section Division of Corporations	
HALLEN Compression	
SUBJECT: (Name of surviving of	perporation)
The enclosed merger and fee are submitted for fili	ng.
Please return all correspondence concerning this n	natter to the following:
Hal Parkerson	
(Name of person)	
(Name of firm/company)	
2279 Edgemere Lake Circle	
(Address)	
Marietta, Ga 30062	
(City/state and zip code)	
For further information concerning this matter, ple	ease call:
Hal Parkerson	at (<u>678</u>) <u>662-9480</u>
(Name of person)	(Area code & daytime telephone number)
	r page for each page over 8, not to exceed a maximum of your document if a certified copy is requested)
Mailing Address:	Street Address:
Amendment Section Division of Corporations	Amendment Section Division of Corporations
P.O. Box 6327	409 E. Gaines St.
Tallahassee, FL 32314	Tallahassee, FL 32399

ARTICLES OF MERGER

(Profit Corporations)



The following articles of merger are submitted in accordance with the Florida Business Composition Act PH 12: 39 pursuant to section 607.1105, F.S.

First: The name and jurisdiction o		Degrament Number
<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
HALLEN Corporation	Florida	EP.
Second: The name and jurisdiction	n of each merging corporation:	EFF.
<u>Name</u>	<u>Jurisdiction</u>	Document Number (If known/applicable)
HALLEN CORPORATION	New York	
Third: The Plan of Merger is attac	ched.	
Fourth: The merger shall become Department of State.	effective on the date the Articles	of Merger are filed with the Florida
	er a specific date. NOTE: An effective on 90 days in the future.)	date cannot be prior to the date of filing or more
Fifth: Adoption of Merger by sur The Plan of Merger was adopted by		
The Plan of Merger was adopted by and sh	y the board of directors of the sur areholder approval was not require	
Sixth: Adoption of Merger by me The Plan of Merger was adopted by	rging corporation(s) (COMPLETE y the shareholders of the merging	corporation(s) onDecember 27, 2004
The Plan of Merger was adopted by	y the board of directors of the me	

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature	Typed or Printed Name of Individual & Title
HALLEN Corporation-FL	Hal Poh	Hal B. Parkerson-President Hal B. Parkerson-President
		
		

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

Name	<u>Jurisdiction</u>	
HALLEN Corporation	Florida	
Second: The name and jurisdiction of eac	h merging corporation:	
Name	Jurisdiction	
HALLEN Corporation	New York	
***************************************		_
		_

Third: The terms and conditions of the merger are as follows:

First: The name and jurisdiction of the <u>surviving</u> corporation:

HALLEN Corporation, a New York corporation ("Merging Corporation") shall merge into HALLEN Corporation, a Florida corporation ("Surviving Corporation") and each issued and outstanding share of Merging Corporation shall be tendered to and cancelled by Surviving Corporation, and Surviving Corporation shall issue and deliver to each shareholder of Merging Corporation one share of Surviving Corporation's stock for each share of stock formerly held in Merging Corporation.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, 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 or any other corporation or, in whole or in part, into cash or other property are as follows:

HALLEN Corporation, a New York corporation ("Merging Corporation") shall merge into HALLEN Corporation, a Florida corporation ("Surviving Corporation") and each issued and outstanding share of Merging Corporation shall be (Attach additional sheets if necessary)

"Fourth:", continued

shall be tendered to and cancelled by Surviving Corporation, and Surviving Corporation shall issue and deliver to each shareholder of Merging Corporation one share of Surviving Corporation's stock for each share of stock formerly held in Merging Corporation.