

P93000047250

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DIVISION OF CORPORATION

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Totem Analogmatel, Inc (Corporation Name) merger (Document #)
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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input checked="" type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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97 DEC 16 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P93000047250

ARTICLES OF MERGER
Merger Sheet

MERGING:

TOTEM AMALGAMATED, INC., a New York corporation not authorized to
transact business in Florida

,

INTO

TOTEM AMALGAMATED, INC., a Florida corporation, P93000047250

File date: December 16, 1997

Corporate Specialist: Annette Hogan

ARTICLES OF MERGER
of
Totem Amalgamated, Inc., a New York Corporation
into
Totem Amalgamated, Inc a Florida Corporation

97 DEC 16 AM 8:11
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the laws of Florida, §607.1107 *Florida Statutes* and the laws of New York §907 of the *New York Business Corporation law*, TOTEM AMALGAMATED, Inc., a New York Corporation and Totem Amalgamated, Inc., a corporation organized under the laws of the State of Florida with its principal, office located at 2640 NW Terrace, Coral Springs, Florida have adopted the following articles of merger for the purpose of merging the New York corporation into the Florida corporation as permitted under the laws of both states.

RECITALS

A. The total number of shares of stock which Totem Amalgamated, Inc the Florida Corporation is authorized to issue is 1000 shares of common voting stock assigned a par value of value of \$5.00 per share

B. The total number of shares of stock which TOTEM AMALGAMATED, Inc., the New York Corporation is authorized to issue is 200 shares of common stock without par

C. The boards of directors of the respective corporations deem it desirable and in the best interest of the corporations deem it desirable and in the best interest of the corporations and their shareholders that TOTEM AMALGAMATED, Inc. the New York Corporation be merged into Totem Amalgamated, Inc., the Florida Corporation.

Pursuant to § 607.1101 & 607.1107 *Florida Statutes*, and §907 *New York Business Corporation Law* the above named corporations are merged into Totem Amalgamated, Inc., the Florida Corporation, the method of carrying it into effect, and the manner of converting the shares of TOTEM AMALGAMATED, Inc., the New York Corporation into shares or other securities of Totem Amalgamated, Inc., the Florida Corporation , as hereinafter set forth.

SECTION ONE

Totem Amalgamated, Inc., the Florida Corporation to be
SURVIVING CORPORATION

Totem Amalgamated, Inc., the New York Corporation shall be merged into Totem Amalgamated, Inc., the Florida Corporation which was incorporated on July 7th 1993 by the state of Florida. The corporate existence of Totem Amalgamated, Inc., the New York Corporation shall cease and the corporate existence of Totem Amalgamated, Inc., the Florida Corporation shall continue under the same name, and Totem Amalgamated, Inc., the Florida Corporation shall become the owner, without other transfer, of all the rights and property of the constituent corporations, and Totem Amalgamated, Inc., the Florida Corporation shall become subject to all the debts and liabilities of the constituent corporations in the same manner as if Totem

Amalgamated, Inc., the Florida Corporation had itself incurred them. The surviving corporation has never done business in the state of New York and shall not do business in that state until an application for authority has been submitted and approved by the State of New York

SECTION TWO PRINCIPAL OFFICE

The principal office of Totem Amalgamated, Inc., the Florida Corporation shall remain the principal office of the corporation following merger.

SECTION THREE OBJECTIVES AND PURPOSES

The nature of the business and the objects and purposes proposed to be transacted, promoted, and carried on by the corporation following the merger, are as follows: The amalgamation, simplification and modernization of the two corporations at a central location. The surviving corporation

SECTION FOUR ARTICLES OF INCORPORATION

The Articles of incorporation of Totem Amalgamated, Inc., the Florida Corporation shall on the effective date of the merger shall be governing instrument of the corporation without amendment.

SECTION FIVE BY LAWS

The By-Laws of Totem Amalgamated, Inc., the Florida Corporation shall on the effective date of the merger be the governing instrument of the corporation without amendment.

SECTION SIX NAMES AND ADDRESS OF DIRECTOR

Following the merger Karen Callahan whose address is 2640 NW Terrace, Coral Springs, Florida 33065 shall remain as the sole director of the surviving corporation and shall hold office until the first annual meeting of the surviving corporation. Her address is the principal address of the corporation. The sole shareholder of each corporation has approved the merger and thereby waives in dissenting rights to compensation.

SECTION SEVEN METHOD OF CONVERTING SHARES

The shares of the constituent corporations shall, without any other action on the part of the respective holders thereof, become and be converted into shares of stock of Totem Amalgamated, Inc. the Florida Corporation, the nonsurviving corporation's stock shall be canceled and there shall be no change in the number of shares nor the characteristics of the common stock of the surviving corporation.


SECTION EIGHT
EFFECTIVE DATE OF MERGER


These Articles were approved at a joint meeting of the stockholder and director of both corporations agreement in the manner provided by the laws of Florida and New York and upon approval of the stockholder shall become effective at the earliest date authorized by law after the filing of the certificate of merger.

SERVICE OF PROCESS

The surviving corporation agrees that it may be served with process in the state on New York in any proceeding for the enforcement of any obligation enforceable in New York and has irrevocably appoints the Secretary of State of the state of New York as its agent for the receipt of process in any such proceeding in addition to the registered agent designated for service in Florida.

IN WITNESS WHEREOF The director of the constituent corporations has executed this agreement of merger.



KAREN CALLAHAN, sole director of
Totem Amalgamated, Inc of New York


KAREN CALLAHAN, sole director
Totem Amalgamated, Inc of Florida

ACKNOWLEDGMENT

State of Florida
County of Dade

Karen Callahan the sole stockholder and director of the corporations named above who is personally known to me appeared before me and acknowledged under oath that the foregoing instrument was executed by her for the purposes stated therein this 18 day of November, 1997


Notary Public
State of Florida at Large
D. GAIL ADAMS
Print name

