



P93000049364

December 12, 2001

Via FedEx

Division of Corporations
Registration Section
409 E. Gaines Street
Tallahassee, FL 32399

800004724538

-12/13/01--01045--004
*****70.00 *****

Re: **MERGER OF:**
Secure Environmental Electronics Recycling, Inc. (Florida)
Into
F&M Bay Electronics Co., Inc. (Florida)

Dear Sir or Madam:

We are enclosing:

1. Articles of Merger
2. Plan of Merger
3. Check payable to the Florida Department of State - \$70.00

EFFECTIVE DATE
12/31/01

01 DEC 13 PM 12:20
SECRETARY OF CORPORATION
DIVISION OF CORPORATION

Please cause the merger documents to be filed. The effective date is December 31, 2001 at the close of business.

The name of the surviving corporation is being changed from F&M Bay Electronics Co., Inc. to Secure Environmental Electronics Recycling, Inc.

Thank you for your assistance. Please contact me at (813) 621-8870 if you have any questions.

Sincerely,

Michael J. Golub

Merger INC

MJG

enclosures

cc: Max Zalkin

Richard Gordimer, CPA

H:\Merger\Letter to Sec of State re merger 12122001.wpd

Secure Environmental Electronics Recycling, Inc.
6902 7th Ave. East • Tampa • Florida • 33619
813-621-8870 • 888-600-7337 • fax: 813-621-5457

V SHEPARD DEC 19 2001

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

SECURE ENVIRONMENTAL ELECTRONICS RECYCLING, INC., a Florida
corporation, P97000080830

INTO

F&M BAY ELECTRONICS CO., INC. which changed its name to

SECURE ENVIRONMENTAL ELECTRONICS RECYCLING, INC., a Florida
entity, P93000049364.

File date: December 13, 2001 , effective December 31, 2001

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

F&M Bay Electronics ^{Co.} Inc.

Florida

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Secure Environmental Electronics
Recycling, Inc.

Florida

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 DEC 13 PM 12:20
EFFECTIVE DATE
12/31/01

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR 12 / 31 / 01 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 10, 2001

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 10, 2001

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

F&M Bay Electronics Co., Inc.

~~Max Zalkin, President~~

Secure Environmental Electronics
Recycling, Inc.

Max Zalkin, President

19A X 2 1/4" h.

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.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

F&M Bay Electronics Co., Inc.

Florida

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Secure Environmental Electronics
Recycling, Inc.

Florida

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

SEE ATTACHMENT #1

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:

SEE ATTACHMENT #2

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation; a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

SEE ATTACHMENT #3

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

PLAN OF MERGER:

SECURE ENVIRONMENTAL ELECTRONICS RECYCLING, INC. (Florida)
into
F&M BAY ELECTRONICS CO., INC. (Florida)

ATTACHMENT #1

1. Surviving Corporation. F&M Bay Electronics Co., Inc., a State of Florida corporation ("F&M" or the "Surviving Corporation"), shall survive the merger and shall continue to be governed by the laws of the State of Florida. The separate corporate existence of Secure Environmental Electronics Recycling, Inc., a State of Florida corporation ("SEER"), shall cease forthwith as of the close of business on the Effective Date.

2. Articles of Incorporation and By-Laws. The Articles of Incorporation of F&M as of the Effective Date shall become and continue to be the Articles of Incorporation of the surviving corporation until changed as provided by law. The By-Laws of F&M as of the effective date shall become and continue to be the By-Laws of the Surviving Corporation until altered or amended in accordance with the provisions thereof.

3. Directors and Officers. The directors and officers of F&M as of the effective date shall become and continue to be the directors and officers of the surviving corporation until their successors are chosen.

4. Rights, and Liabilities of Constituent Corporations. On the effective date, the Surviving Corporation shall succeed to, without other transfer, and shall possess and enjoy, all the rights, privileges, powers and franchises both of a public and a private nature, and be subject to all the restrictions, disabilities and duties of each of the constituent corporations; and all rights, privileges, powers and franchises of each of the constituent corporations and all property, real, personal and mixed, and all debts due to either of the constituent corporations shall be vested in the surviving corporation; and all property, rights, privileges, powers, franchises and interests shall thereafter be the property of the Surviving Corporation as they were of the respective constituent corporations.

5. Effective Date. The merger is effective upon the close of business on December 31, 2001.

PLAN OF MERGER:

SECURE ENVIRONMENTAL ELECTRONICS RECYCLING, INC.
into
F&M BAY ELECTRONICS CO., INC.

ATTACHMENT #2

Each share of the issued and outstanding common stock of Secure Environmental Electronics Recycling, Inc. immediately prior to the Effective Date shall be converted into one share of common stock of F&M Bay Electronics, Inc.

Each share of the issued and outstanding common stock of F&M Bay Electronics, Inc. immediately prior to the Effective Date shall be converted into five shares of common stock of Secure Environmental Electronics Recycling, Inc.

PLAN OF MERGER:

SECURE ENVIRONMENTAL ELECTRONICS RECYCLING, INC.
into
F&M BAY ELECTRONICS CO., INC.

ATTACHMENT #3

The Articles of Incorporation are amended as follows: The name of the corporation is changed to Secure Environmental Electronics Recycling, Inc. All references contained in the Articles of Incorporation to F&M Bay Electronics Co., Inc. shall, as of the Effective Date, be replaced with Secure Environmental Electronics Recycling, Inc.