

MAS Acquisition I Corp.

1710 E. Division St.
Evansville, IN 47711

Tel: (812) 479-7266
Fax: (812) 479-7267

December 2, 1997

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

P93000050476

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-12/05/97--01091--007
*****70.00 *****70.00

Dear Sir:

Enclosed is Article of Merger and a check for \$70 covering the filing fee. Sloan Electronics, Inc., a Florida corporation is merged into MAS Acquisition I Corp., a Delaware corporation.

Sincerely,


Aaron Tsai
President

FILED
98 JAN -8 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger

TLL JAN 8 1998

MAS Financial Corp.

**1710 E. Division St.
Evansville, IN 47711**

**Tel: (812) 479-7266
Fax: (812) 479-7267**

December 19, 1997

Thelma Lewis
Corporate Specialist Supervisor
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Subject: Sloan Electronics, Inc.
Ref. Number: P93000050476

Enclosed is Articles of Merger.

Item (1) (a)(b)(c)(d) information are included in the Articles of Merger. The date of adoption for both corporation is on the third page. Signatures of President of both companies are also included.

Sincerely,



Aaron Tsai
President



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 12, 1997

AARON TSAI
MAS ACQUISITION I CORP.
1710 E. DIVISION ST.
EVANSVILLE, IN 47711

SUBJECT: SLOAN ELECTRONICS, INC.
Ref. Number: P93000050476

We have received your document for SLOAN ELECTRONICS, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Articles of Merger for a profit corporation are filed pursuant to section 607.1105, Florida Statutes. Enclosed is a copy of chapter 607, Florida Statutes. Please refer to section 607.1101 through 607.1107, Florida Statutes, which may pertain to the corporations involved in the 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) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 397A00058586

ARTICLES OF MERGER
Merger Sheet

MERGING:

SLOAN ELECTRONICS, INC., a Florida corporation, P93000050476

INTO

MAS ACQUISITION I CORP., a Delaware corporation not qualified in Florida.

File date: January 8, 1998

Corporate Specialist: Thelma Lewis

ARTICLE OF MERGER (title)

STATE OF DELAWARE
AGREEMENT OF MERGER
AGREEMENT OF MERGER
BETWEEN
(A Delaware Domestic Corporation)
AND
(A Foreign Corporation)
(State of Incorporation)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Plan and Agreement of Merger made and entered into on the 18th
day of November, 1997, by and between MAS Acquisition I Corp.
, a Delaware Corporation, and
Sloan Electronics, Inc., a Florida
Corporation.

WITNESSETH:

WHEREAS, the Delaware Corporation is a Corporation organized and existing
under the laws of the State of Delaware, its Certificate of Incorporation having been filed
in the Office of the Secretary of State of the State of Delaware on
July 31, 1996; and

WHEREAS, the Florida Corporation is a corporation
organized and existing under the laws of the State of Florida; and

WHEREAS, the aggregate number of shares which the Delaware
Corporation has authority to issue is 100,000,000; and

WHEREAS, the Board of Directors of each of the constituent corporations deems
it advisable that the Florida Corporation be merged into the Delaware
Corporation on the terms and conditions hereinafter set forth, in accordance with the
applicable provisions of the statutes of the States of Delaware and
Florida respectively, which permit such merger;

NOW, THEREFORE, in consideration of the premises and of the agreements,
covenants and provisions hereinafter contained, the Delaware Corporation and the
Florida Corporation, by their respective Boards of Directors, have agreed
and do hereby agree, each with the other as follows:

ARTICLE I

The Florida Corporation and the Delaware
Corporation shall be merged into a single corporation, in accordance with applicable
provisions of the laws of the State of Florida and of the State of
Delaware, by the Florida Corporation merging into the Delaware Corporation,
which shall be the surviving Corporation.

ARTICLE II

Upon the merger becoming effective as provided in the applicable laws of the State of Florida and of the State of Delaware (the time when the merger shall so become effective being sometimes herein referred to as the "EFFECTIVE DATE OF THE MERGER"):

1. The two Constituent Corporations shall be a single corporation, which shall be the Delaware Corporation as the Surviving Corporation, and the separate existence of the Florida Corporation shall cease except to the extent provided by the laws of the State of Florida in the case of a corporation after its merger into another corporation.

ARTICLE III

The Certificate of Incorporation of the Delaware Corporation shall not be amended in any respect by reason of this Agreement of Merger.

ARTICLE IV

The manner of converting the outstanding shares of each of the Constituent Corporations shall be as follows:

One share of Florida corporation into 2.31 shares of
the Delaware corporation.

IN WITNESS WHEREOF, the Delaware Corporation and the Florida Corporation, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused this Plan and Agreement of Merger to be executed by an authorized officer of each party thereto.

(A Delaware Corporation)

BY: 

TITLE OF OFFICER: Aaron Tsai, President

(A Florida Corporation)

BY: 

Authorized Officer

TITLE OF OFFICER: Paul Sloan, President

The date of adoption of the plan of merger by the board of directors of MAS Acquisition I Corp. is October 28, 1997.

The date of adoption of the plan of merger by the board of directors of Sloan Electronics, Inc. is October 28, 1997.

The date of adoption by the Shareholders of Sloan Electronics, Inc., was November 12, 1997.

I, Aaron Tsai, Secretary
of MAS Acquisition I Corp., a corporation organized and existing under
the laws of the State of Delaware, hereby certify, as such Secretary of the said corporation,
that the Agreement of Merger to which this certificate is attached, after having been first
duly signed on behalf of said corporation by an authorized officer of

MAS Acquisition I Corp., a corporation of the State
of Delaware, was duly submitted to the stockholders of said Corporation, at a special
meeting of said stockholders called and held separately from the meeting of stockholders
of any other corporation, upon waiver of notice, signed by all the stockholders, for the
purpose of considering and taking action upon said Agreement of Merger, that
8,503,100 shares of stock of said corporation were on said date issued and
outstanding and that the holder of 8,500,000 shares voted by ballot in favor of
said Agreement of Merger and the holders of -0- shares voted by
ballot against same, the said affirmative vote representing at least a majority of the total
number of shares of the outstanding capital stock of said corporation, and that thereby the
Agreement of Merger was at said meeting duly adopted as the act of the stockholders of
said Corporation, and the duly adopted
agreement of said corporation.

WITNESS my hand on behalf of said Corporation
on this 18th day of November, 19 97.

Aaron Tsai
Secretary