# MAS Acquisition I Corp.

1710 E. Division St. Evansville, IN 47711

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

December 2, 1997 P43000050476

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

000002364460--2 -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 Presiden

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

THE 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.

Letter Number: 397A00058586

Thelma Lewis
Corporate Specialist Supervisor

### 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

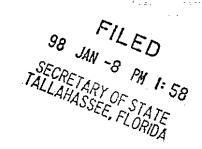
ARTICLE OF MERGER (title)

## STATE OF DELAWARE AGREEMENT OF MERGER AGREEMENT OF MERGER BETWEEN

(A Delaware Domestic Corporation)

AND

(A Foreign Corporation) (State of Incorporation)



This Plan and Agreement of Merger made and entered into on the 18th
day of November , 1997 , by and between MAS Acquisition I Cor
, a Delaware Corporation, an
Sloan Electronics, Inc. ,a Florida
Corporation.
WITNESSETH:
WHEREAS, the Delaware Corporation is a Corporation organized and existin
under the laws of the State of Delaware, its Certificate of Incorporation having been file
in the Office of the Secretary of State of the State of Delaware of
July 31 , 19 <sup>96</sup> ; 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 theDelaware
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 theFloridaCorporation 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 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 <u>Florida</u> Corporation merging into the Delaware Corporation,
which shall be the surgiving Comportion

### 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: Jum Bar
TITLE OF OFFICER: Aaron Tsai, President
(A <u>Florida</u> 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.

Aaron Tsai I, . 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 , at a special Corporation 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 \_\_\_\_\_ 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. Corporation WITNESS my hand on behalf of said on this 18th day of November Secretary