



P93000053854

ACCOUNT NO. : 072100000032

REFERENCE : 529100 4312767

AUTHORIZATION :

COST LIMIT : \$ 87.50

*Patricia P. P.*

FILED  
00 JAN -6 PM 2:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : December 24, 1999

ORDER TIME : 10:13 AM

ORDER NO. : 529100-005

CUSTOMER NO: 4312767

CUSTOMER: Donald Klein, Esq.  
Kline Moore & Klein  
Suite 903  
2665 S. Bayshore Drive  
Coconut Grove, FL 33133

000003073940--7

ARTICLES OF MERGER

ELECTRONIC EQUIPMENT CO., INC.

INTO

ELECTRONIC EQUIPMENT SPECIAL  
SERVICES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (2) CERTIFIED COPY  
PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

*Janna gave Authorization  
to add the date of adoption.  
Does not want it back date.  
1/6 TB*

*Menger  
TB 1/5*

RECEIVED  
99 DEC 27 AM 9:19  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

ELECTRONIC EQUIPMENT CO., INC., a Florida corporation, 181594

INTO

**ELECTRONIC EQUIPMENT SPECIAL SERVICES, INC.,** a Florida entity,  
P93000053854

File date: January 6, 2000

Corporate Specialist: Velma Shepard

Account number: 072100000032

Account charged: 87.50



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

December 28, 1999

CSC

TALLAHASSEE, FL

SUBJECT: ELECTRONIC EQUIPMENT SPECIAL SERVICES, INC.  
Ref. Number: P93000053854

RECEIVED  
00 JAN - 6 AM 11:23  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

We have received your document for ELECTRONIC EQUIPMENT SPECIAL SERVICES, INC. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

The date of execution must be before the document was submitted to this office.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

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) 487-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 499A00060399

\* please do not  
hold original  
file date.

**RESUBMIT**  
Please give original  
submission date as file date.

File ~~ON~~ Today's date  
1/6

ARTICLES OF MERGER

FILED  
00 JAN -6 PM 2:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(Pursuant to Section 607.1101 of the Florida Statutes)

I.

The undersigned corporations, ELECTRONIC EQUIPMENT SPECIAL SERVICES, INC. and ELECTRONIC EQUIPMENT CO., INC., being validly and legally formed under the laws of the State of Florida, have adopted a Plan of Merger.

II.

The name of the surviving corporation is ELECTRONIC EQUIPMENT SPECIAL SERVICES, INC.

III.

The Plan of Merger of the undersigned corporations was adopted pursuant to Sections 607.1101 and 607.1103 of the Florida Statutes.

IV.

The Plan of Merger is intended to take effect as of December 31, 1999, and will become effective upon the filing of these Articles of Merger with the Secretary of State.

V.

No changes in the Articles of Incorporation of the surviving corporation, as heretofore from time to time amended, have been made.

VI.

The Plan of Merger was adopted by the shareholders of each of the constituent corporations on December 31, 1999.

VII.

The Plan of Merger calls for no exchange of the shares of the constituent corporations; rather, the shareholders of the Absorbed Corporation, ELECTRONIC EQUIPMENT CO., INC., shall surrender their shares and shall continue to own their shares of the Surviving Corporation, ELECTRONIC EQUIPMENT SPECIAL SERVICES, INC., and will hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the merger as they held immediately prior thereto.

IN WITNESS WHEREOF, each of the parties has caused these Articles of Merger to be executed in appropriate manner and their respective seals to be affixed as of this 31st day of December, 1999.

ELECTRONIC EQUIPMENT SPECIAL SERVICES,  
INC. , a Florida corporation (Surviving  
Corporation)

By:

George Radell  
GEORGE RADELL,

President

ATTEST:

Dana Radell

DANA RADELL, Secretary

ELECTRONIC EQUIPMENT CO., INC., a Florida  
corporation (Absorbed Corporation)

By:

George Radell  
GEORGE RADELL,

President

ATTEST:

Dana Radell

DANA RADELL, Secretary

STATE OF FLORIDA                    )  
  ) SS:  
COUNTY OF MIAMI-DADE            )

BEFORE ME, the undersigned authority, personally appeared GEORGE RADELL and DANA RADELL, to me known to be the persons described in and who executed the foregoing instrument as President and Secretary, respectively, of ELECTRONIC EQUIPMENT SPECIAL SERVICES, INC., a Florida corporation, and they acknowledged before me that they executed the same for the uses and purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, as of this 31st day of December, 1999.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida

STATE OF FLORIDA                    )  
  ) SS:  
COUNTY OF MIAMI-DADE            )



Donald M. Klein  
MY COMMISSION # CC782165 EXPIRES  
November 21, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

BEFORE ME, the undersigned authority, personally appeared GEORGE RADELL and DANA RADELL, to me known to be the persons described in and who executed the foregoing instrument as President and Secretary, respectively, of ELECTRONIC EQUIPMENT CO., INC., a Florida corporation, and they acknowledged before me that they executed the same for the uses and purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, as of this 31st day of December, 1999.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida



Donald M. Klein  
MY COMMISSION # CC782165 EXPIRES  
November 21, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

PLAN OF MERGER

THIS PLAN OF MERGER, made and entered into as of the 31st day of December, 1999, by and between ELECTRONIC EQUIPMENT SPECIAL SERVICES, INC., a Florida corporation, hereinafter referred to as the "Surviving Corporation," and ELECTRONIC EQUIPMENT CO., INC., a Florida corporation, hereinafter referred to as the "Absorbed Corporation,"

W I T N E S S E T H:

WHEREAS, the Surviving Corporation is a corporation organized and existing under the laws of the State of Florida, with its principal office at 1301 North Palm Avenue, Pembroke Pines, Florida 33026, and has a capitalization of One Thousand (1,000) authorized shares of One (\$1.00) Dollar par value common stock, of which One Thousand (1,000) shares are issued and outstanding; and

WHEREAS, the Absorbed Corporation is a corporation organized and existing under the laws of the State of Florida, with its principal office at 1301 North Palm Avenue, Pembroke Pines, Florida 33026, and has a capitalization of Five Thousand (5,000) authorized shares of no par value common stock, of which Six Hundred (600) shares are issued and outstanding; and

WHEREAS, the boards of directors of the constituent corporations deem it desirable and in the best interests of the corporations and their stockholders that ELECTRONIC EQUIPMENT CO., INC. be merged into ELECTRONIC EQUIPMENT SPECIAL SERVICES, INC. pursuant to the provisions of Sections 607.1101 et seq. of the Florida Statutes in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended;

NOW, THEREFORE, in consideration of the sum of Ten (\$10.00) Dollars and other good and valuable considerations by each of the parties unto the other in hand paid, the receipt whereof is hereby acknowledged, as well as in further consideration of the mutual promises, covenants and conditions hereinafter set forth, the constituent corporations do hereby agree as follows:

1. MERGER: ELECTRONIC EQUIPMENT CO., INC. shall merge with and into ELECTRONIC EQUIPMENT SPECIAL SERVICES, INC., which shall be the surviving corporation.

2. TERMS AND CONDITIONS: On the effective date of the merger, the separate existence of the Absorbed Corporation shall cease, and the Surviving Corporation shall succeed to all of the rights, privileges, immunities, and franchises, and all of the property, real, personal and mixed of the Absorbed Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

3. CONVERSION OF SHARES: There shall be no conversion, or exchange, of the shares of the constituent corporations; rather, the shareholders of the Absorbed Corporation, ELECTRONIC EQUIPMENT CO., INC., shall surrender their shares and shall continue to own the shares of the Surviving Corporation, ELECTRONIC EQUIPMENT SPECIAL SERVICES, INC., and will hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the merger as they now hold as shareholders of said corporation.

4. CHANGES IN ARTICLES OF INCORPORATION: The articles of incorporation of the Surviving Corporation, as heretofore and hereafter from time to time amended, shall continue to be its articles of incorporation following the effective date of the merger.

5. CHANGES IN BY-LAWS: The By-Laws of the Surviving Corporation, as heretofore and hereafter from time to time amended, shall continue to be its By-Laws following the effective date of the merger.

6. DIRECTORS AND OFFICERS: The directors and officers of the Surviving Corporation on the effective date of the merger shall continue as the directors and officers of the Surviving Corporation for the full unexpired terms of the their offices and until their successors have been elected or appointed and qualified.

7. APPROVAL BY STOCKHOLDERS: This plan of merger shall be submitted for the approval of the stockholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before June 1, 1992, or at such other time as to which the boards of directors of the constituent corporations may agree.

8. ABANDONMENT OF MERGER: This plan of merger may be abandoned by action of the board of directors of either the Surviving or the Absorbed Corporation at any time prior to the effective date on the happening of either of the following events:



- A. If the merger is not approved by the stockholders of either the Surviving or the Absorbed Corporation on or before December 31, 1999; or
- B. If, in the judgment of the board of directors of either the Surviving or the Absorbed Corporation, the merger would be impracticable because of the number of dissenting stockholders asserting appraisal rights under the laws of the State of Florida.

9. EXECUTION OF AGREEMENT: This plan of merger may be executed in any number of counterparts, and each such counterpart shall be constitute an original instrument.

IN WITNESS WHEREOF, each of the parties has caused this Plan of Merger to be executed in appropriate manner pursuant to the authorization of their respective boards of directors and their corporate seals to be affixed as of the day and year first above written.

ELECTRONIC EQUIPMENT SPECIAL SERVICES,  
INC., a Florida corporation (Surviving  
Corporation)

By: George Radell  
GEORGE RADELL, President

ATTEST:

Dana Radell  
DANA RADELL, Secretary

ELECTRONIC EQUIPMENT CO., INC. a Florida  
corporation (Absorbed Corporation)

By: George Radell  
GEORGE RADELL, President

ATTEST:

Dana Radell  
DANA RADELL, Secretary