

P940000038189

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CORPORATION(S) NAME

Steady Systems Miami, Inc. Merged Into: Steady-Systems, Ltd.

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A CORP.

EFFECTIVE DATE
3/28/01

Merger

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*****87.50 *****87.50

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| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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TALLAHASSEE, FLORIDA

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Updater ADR
Verifier _____
W.P. Verifier _____

Order#: 3908753
Ref#: _____
Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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ARTICLES OF MERGER
Merger Sheet

MERGING:

STEADI SYSTEMS MIAMI, INC., a Florida corporation P94000038189

INTO

STEADI-SYSTEMS, LTD., a California corporation not qualified in Florida.

File date: March 27, 2001, effective March 28, 2001

Corporate Specialist: Annette Ramsey

EFFECTIVE DATE
3/28/01

ARTICLES OF MERGER
OF
STEADI SYSTEMS MIAMI, INC.
a Florida corporation
INTO
STEADI-SYSTEMS, LTD.
a California corporation

FILED
01 MAR 27 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, Steadi-Systems, Ltd., a California corporation (the "Surviving Corporation") and Steadi Systems Miami, Inc., a Florida corporation (the "Subsidiary Corporation"), the outstanding shares of which are wholly-owned by the Surviving Corporation, do hereby adopt the following articles of merger.


1. Annexed hereto and made a part hereof is the Agreement and Plan of Merger ("Plan of Merger") for merging the Subsidiary Corporation with and into the Surviving Corporation (the "Merger").
2. The effective date of the Merger shall be March 28, 2001.
3. Shareholder approval of the Plan of Merger was not required.
4. The date of adoption of the Plan of Merger by the Board of Directors of the Surviving Corporation was March 20, 2001.

DATED: March 23 2001

STEADI-SYSTEMS, LTD.

By: 
Name: Ralph W. Doherty, Jr.
Title: Vice President

STEADI SYSTEMS MIAMI, INC.

By: 
Name: Ralph W. Doherty, Jr.
Title: Vice President

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") to be effective as of March 28, 2001, is executed by Steadi-Systems, Ltd., a California corporation (the "Surviving Corporation"), Steadi-Systems New York, Ltd., a New York corporation (the "New York Non-Surviving Corporation"), and Steadi Systems Miami, Inc., a Florida corporation (the "Florida Non-Surviving Corporation" and together with the New York Non-Surviving Corporation (the "Non-Surviving Corporations"). The Non-Surviving Corporations are each a subsidiary of the Surviving Corporation.

RECITALS:

The respective Boards of Directors of each of the Non-Surviving Corporations and the Surviving Corporation deem it advisable for each of the Non-Surviving Corporations to merge with and into the Surviving Corporation as authorized by the General Corporation Law of the State of California (the "California Act"), the Business Corporation Law of the State of New York (the "New York Act") and the Florida Business Corporation Act (the "Florida Act") and on the terms and conditions set forth herein.

NOW, THEREFORE, in consideration of the promises and the mutual agreements, covenants and provisions herein contained, the parties hereto agree as follows:

ARTICLE I

The Merger

1.1 Mergers.

(a) New York. At the New York Effective Time (as defined in Section 1.2), the New York Non-Surviving Corporation shall be merged with and into the Surviving Corporation, the separate existence of the New York Non-Surviving Corporation shall cease, and the Surviving Corporation, as the surviving corporation of such merger (the "New York Surviving Corporation"), shall continue to exist by virtue of and shall be governed by the laws of the State of California.

(b) Florida. At the Florida Effective Time (as defined in Section 1.2), the Florida Non-Surviving Corporation shall be merged with and into the Surviving Corporation, the separate existence of the Florida Non-Surviving Corporation shall cease, and the Surviving Corporation, as the surviving corporation of such merger (the "Florida Surviving Corporation"), shall continue to exist by virtue of and shall be governed by the laws of the State of California.

1.2 Effective Times of Mergers.

(a) New York. On March 28, 2001 (or such earlier or later date as may be agreed upon by the Surviving Corporation and the New York Non-Surviving Corporation), a Certificate of Merger setting forth the information required by, and otherwise in compliance with, the New

York Act shall be delivered for filing with the Secretary of State of the State of New York, and a Certificate of Ownership setting forth the information required by, and otherwise in compliance with, the California Act shall be delivered for filing with the Secretary of State of the State of California and the merger of the New York Non-Surviving Corporation with and into the Surviving Corporation (the "New York Merger") shall become effective upon the later of (i) March 28, 2001, (ii) the date and the time the Secretary of State of the State of New York files a certificate of merger with respect to the New York Merger, if later than March 28, 2001, and (iii) the date and at the time the Secretary of State of California files a certificate of merger with respect to the New York Merger, if later than March 28, 2001 (the time of such effectiveness is herein called the "New York Effective Time").

(b) Florida. On March 28, 2001 (or such earlier or later date as may be agreed upon by the Surviving Corporation and the Florida Non-Surviving Corporation), Articles of Merger setting forth the information required by, and otherwise in compliance with, the Florida Act shall be delivered for filing with the Secretary of State of the State of Florida, and a Certificate of Ownership setting forth the information required by, and otherwise in compliance with, the California Act shall be delivered for filing with the Secretary of State of the State of California and the merger of the Florida Non-Surviving Corporation with and into the Surviving Corporation (the "Florida Merger") shall become effective upon the later of (i) March 28, 2001, (ii) the date and the time the Secretary of State of the State of Florida files a certificate of merger with respect to the Florida Merger, if later than March 28, 2001 and (iii) the date and the time the Secretary of State of California files a certificate of merger with respect to the Florida Merger, if later than March 28, 2001 (the time of such effectiveness is herein called the "Florida Effective Time").

1.3 Effect of Mergers.

(a) New York. At the New York Effective Time, the Surviving Corporation without further action, as provided by the laws of the State of New York and the State of California, shall succeed to and possess all the rights, privileges, and powers, of a public as well as of a private nature, of the New York Non-Surviving Corporation; all property, real, personal and mixed, and all debts due on whatsoever account, including subscriptions to shares, and all other causes in action, and all and every other interest, of or belonging to or due to the New York Non-Surviving Corporation, shall be deemed to be vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in the Surviving Corporation or the New York Non-Surviving Corporation shall not revert or be in any way impaired by reason of the New York Merger. Such transfer to and vesting in the Surviving Corporation shall be deemed to occur by operation of law and no consent or approval of any other person shall be required in connection with any such transfer or vesting unless such consent or approval is specifically required in the event of merger or consolidation by law or express provision in any contract, agreement, decree, order or other instrument to which the Surviving Corporation or the New York Non-Surviving Corporation is a party or by which any of them is bound. The Surviving Corporation shall thenceforth be responsible and liable for all debts, liabilities and duties of the New York Non-Surviving Corporation, which may be enforced against the Surviving Corporation to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. Neither the rights of creditors nor any liens upon the property of the

Surviving Corporation or the New York Non-Surviving Corporation shall be impaired by the New York Merger.

(a) Florida. At the Florida Effective Time, the Surviving Corporation without further action, as provided by the laws of the State of Florida and the State of California, shall succeed to and possess all the rights, privileges, and powers, of a public as well as of a private nature, of the Florida Non-Surviving Corporation; all property, real, personal and mixed, and all debts due on whatsoever account, including subscriptions to shares, and all other causes in action, and all and every other interest, of or belonging to or due to the Florida Non-Surviving Corporation, shall be deemed to be vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in the Surviving Corporation or the Florida Non-Surviving Corporation shall not revert or be in any way impaired by reason of the Florida Merger. Such transfer to and vesting in the Surviving Corporation shall be deemed to occur by operation of law and no consent or approval of any other person shall be required in connection with any such transfer or vesting unless such consent or approval is specifically required in the event of merger or consolidation by law or express provision in any contract, agreement, decree, order or other instrument to which the Surviving Corporation or the Florida Non-Surviving Corporation is a party or by which any of them is bound. The Surviving Corporation shall thenceforth be responsible and liable for all debts, liabilities and duties of the Florida Non-Surviving Corporation, which may be enforced against the Surviving Corporation to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. Neither the rights of creditors nor any liens upon the property of the Surviving Corporation or the Florida Non-Surviving Corporation shall be impaired by the Florida Merger.

1.4 Articles of Incorporation.

(a) New York. The Articles of Incorporation of the Surviving Corporation as in effect at the New York Effective Time shall be the Articles of Incorporation of the New York Surviving Corporation and shall continue in full force and effect until amended or changed in the manner prescribed by the California Act.

(b) Florida. The Articles of Incorporation of the Surviving Corporation as in effect at the Florida Effective Time shall be the Articles of Incorporation of the Florida Surviving Corporation and shall continue in full force and effect until amended or changed in the manner prescribed by the California Act.

1.5 Bylaws.

(a) New York. The Bylaws of the Surviving Corporation as in effect at the New York Effective Time shall be the Bylaws of the New York Surviving Corporation, as the surviving corporation, until the same shall thereafter be amended or repealed in accordance with law, the New York Surviving Corporation's Articles of Incorporation or such Bylaws.

(b) Florida. The Bylaws of the Surviving Corporation as in effect at the Florida Effective Time shall be the Bylaws of the Florida Surviving Corporation, as the surviving corporation, until the same shall thereafter be amended or repealed in accordance with law, the Florida Surviving Corporation's Articles of Incorporation or such Bylaws.

1.6 Officers.

(a) New York. The officers of the Surviving Corporation who are serving as such at the New York Effective Time shall be the officers of the New York Surviving Corporation, from and after the New York Effective Time, each such individual to serve until his or her successor has been duly elected or appointed and qualified or until his or her earlier death, resignation or removal in accordance with law, the New York Surviving Corporation's Articles of Incorporation and its Bylaws.

(b) Florida. The officers of the Surviving Corporation who are serving as such at the Florida Effective Time shall be the officers of the Florida Surviving Corporation, from and after the Florida Effective Time, each such individual to serve until his or her successor has been duly elected or appointed and qualified or until his or her earlier death, resignation or removal in accordance with law, the Florida Surviving Corporation's Articles of Incorporation and its Bylaws.

1.7 Directors.

(a) New York. The directors of the Surviving Corporation who are serving as such immediately prior to the New York Effective Time shall be the directors of the New York Surviving Corporation from and after the New York Effective Time, each such individual to serve until his or her successor has been duly elected or appointed and qualified or until his or her earlier death, resignation or removal in accordance with law, the New York Surviving Corporation's Articles of Incorporation and its Bylaws.

(a) Florida. The directors of the Surviving Corporation who are serving as such immediately prior to the Florida Effective Time shall be the directors of the Florida Surviving Corporation from and after the Florida Effective Time, each such individual to serve until his or her successor has been duly elected or appointed and qualified or until his or her earlier death, resignation or removal in accordance with law, the Florida Surviving Corporation's Articles of Incorporation and its Bylaws.

ARTICLE II

Conversion of Shares in the Mergers

2.1 New York. By virtue of the New York Merger and without any action on the part of any person, at the New York Effective Time:

(a) The Surviving Corporation. Each share of common stock, \$.01 par value per share, of the Surviving Corporation issued and outstanding immediately prior to the New York Effective Time shall remain issued and outstanding.

(b) New York Non-Surviving Corporation. Each share of common stock, no par value per share, of the New York Non-Surviving Corporation issued and outstanding immediately prior to the New York Effective Time shall be canceled without payment of any consideration therefor and shall cease to exist and be outstanding. The designation and number of outstanding shares of each class of the New York Non-Surviving Corporation are as follows:

DESIGNATION	NUMBER
Common Stock	200

2.2 Florida.

(a) The Surviving Corporation. Each share of common stock, \$.01 par value per share, of the Surviving Corporation issued and outstanding immediately prior to the Florida Effective Time shall remain issued and outstanding.

(b) Florida Non-Surviving Corporation. Each share of common stock, no par value per share, of the Florida Non-Surviving Corporation issued and outstanding immediately prior to the Florida Effective Time shall be canceled without payment of any consideration therefor and shall cease to exist and be outstanding. The designation and number of outstanding shares of each class of the Non-Surviving Corporation are as follows:

DESIGNATION	NUMBER
Common Stock	200

ARTICLE III

Miscellaneous

3.1 Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original, but all of which collectively shall constitute one and the same instrument.

3.2 Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of California, except to the extent that the New York Act and Florida Act apply by their respective terms.

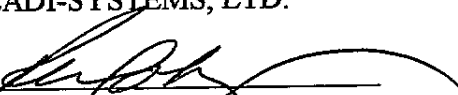
3.3 Section Headings. The section headings contained in this Agreement are inserted for convenience of reference only and shall not affect the meaning or interpretation of this Agreement.

3.4 Amendment. To the extent permitted by law, this Agreement may be amended or supplemented, to the extent it affects the New York Non-Surviving Corporation or relates to the New York Merger, (a) at any time before the New York Effective Time, by action taken by the directors of the Surviving Corporation and the New York Non-Surviving Corporation and (b) at any time after the New York Effective Time, by action taken by the directors of the Surviving Corporation.

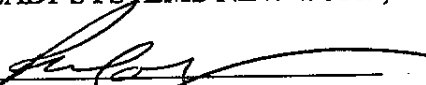
To the extent permitted by law, this Agreement may be amended or supplemented, to the extent it affects the Florida Non-Surviving Corporation or relates to the Florida Merger, (a) at any time before the Florida Effective Time, by action taken by the directors of the Surviving Corporation and the Florida Non-Surviving Corporation and (b) at any time after the Florida Effective Time, by action taken by the directors of the Surviving Corporation.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement on the date or dates indicated below, to be effective as of the date first set forth above.


STEADI-SYSTEMS, LTD.

By: 
Name: *Ralph W. Doherty, Jr.*
Title: *Vice President*

STEADI-SYSTEMS NEW YORK, LTD.

By: 
Name: *Ralph W. Doherty, Jr.*
Title: *Vice President*

STEADI SYSTEMS MIAMI, INC.

By: 
Name: *Ralph W. Doherty, Jr.*
Title: *Vice President*