

P 9 4 0 0 0 0 8 2 9 9 4

ARTICLES OF MERGER
Merger Sheet

MERGING:

AIRKINETICS CORP., a New York corporation not qualified in Florida

INTO

AIRKINETICS OF FLORIDA, CORP., a Florida corporation, P94000082994

File date: December 31, 1996

Corporate Specialist: Darlene Connell

CONTACT:

OFFICE USE ONLY (Document #)

UCC FILING & SEARCH SERVICES, INC.

(Requestor's Name)

526 EAST PARK AVENUE

(Address)

TALLAHASSEE FL 32301

(City, State, Zip)

(904) 681-6528

(Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1 Aikinetics Corp (Corporation Name) (Document #)

2 _____ (Corporation Name) (Document #)

3 Must have file date (Corporation Name) (Document #)

4 12/31/96 (Corporation Name) (Document #)

☒ Walk In

☐ Pick Up Time

☐ Mail Out

☐ Will Wait

☐ Photocopy

☒ Certified Copy

☐ Certificate of Status

☐ Certificate of Good Standing

☐ ARTICLES ONLY

☐ ALL CHARTER DOCS

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R A, Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

700002042987-7
-12/31/96-01107-002
****122.50 ****122.50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 DEC 31 PM 4:22

FILED

DEC 31 AM 3:18

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 2, 1997

UCC FILING & SEARCH

TALLAHASSEE, FL 32301

SUBJECT: AIRKINETICS OF FLORIDA, CORP.
Ref. Number: P94000082994

We have received your document for AIRKINETICS OF FLORIDA, CORP. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

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 (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 497A00000148

CORRECTED 1.3.97

Please backdate filing to 12.31.96

RECEIVED
97 JAN -3 PM 12:35
DIVISION OF CORPORATIONS

ARTICLES OF MERGER
OF
AIRKINETICS CORP.
INTO
AIRKINETICS OF FLORIDA, CORP.

FILED
96 DEC 31 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Under Section 607.1101 of the Florida Business Corporation Act

The undersigned, being the President and Secretary of AIRKINETICS CORP., a New York corporation, and the President and Secretary of AIRKINETICS OF FLORIDA, CORP., a corporation incorporated under the laws of the State of Florida, certify:

1. The name of the surviving corporation (the "Surviving Corporation") is Airkinetics of Florida, Corp. and the name of the constituent corporation (the "Constituent Corporation") to be merged is Airkinetics Corp.

2. (a) The designation and number of outstanding shares of stock of each class of the Surviving Corporation, is as follows: 10 no par value shares of common stock all of which are entitled to vote.

(b) The designation and number of outstanding shares of stock of the Constituent Corporation, is as follows: 10 no par value shares of common stock all of which are entitled to vote.

3. The effective date of the merger (the "Merger") shall be November 30, 1996.

4. The Terms and Conditions of the Merger are as

follows:

a. Until altered, amended, or repealed, the By-Laws of Airkinetics of Florida, Corp., as in effect at the time of merger shall become effective and shall be the By-Laws of the Surviving Corporation.

b. The first annual meeting of the shareholders of the Surviving Corporation held after the effective date of this Merger shall be the next annual meeting provided for by the By-Laws of Airkinetics of Florida, Corp.

c. All persons who, on the date the Merger shall become effective, shall be the executive or administrative officers of Airkinetics of Florida, Corp., shall be and remain like officers of the Surviving Corporation until the Board of Directors of the Surviving Corporation shall elect their respective successors.

d. The first regular meeting of the Board of Directors of the Surviving Corporation shall be held as soon as practicable after the date on which the Merger shall become effective and may be called in the manner provided for in the By-Laws of Airkinetics of Florida, Corp. for calling of a special meeting of the Board of Directors.

e. The Surviving Corporation shall pay all expenses of carrying this Plan of Merger into effect and of accomplishing this Merger.

f. When the Merger shall become effective, the separate existence of Airkinetics Corp. shall cease and be merged into the Surviving Corporation, which shall possess all the rights,

privileges, powers, and franchises of a public as well as a private nature and be subject to all the restrictions, disabilities, and duties of each of the corporations that are parties to this Merger. The Surviving Corporation shall be vested with the rights, privileges, powers, and franchises of the Constituent Corporation; all property real, personal, and mixed; all debts due to each of the corporations on whatever account, as well as for share subscriptions and all other things in action or belonging to each of the corporations.

g. The title to any real estate, whether by deed or otherwise, vested in any of the corporations, shall not revert to or be in any way impaired by reason of this Merger, provided that all rights of creditors and all liens upon the property of any of the corporations shall be preserved unimpaired, and all debts, liabilities, and duties of Airkinetics Corp. shall attach to the Surviving Corporation and may be enforced against it to the same extent as if those debts, liabilities, and duties had been incurred or contracted by it.

h. If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other actions are necessary or desirable to vest in the Surviving Corporation, the title to any property or rights of Airkinetics Corp. the proper officers and directors of Airkinetics Corp. shall execute and make all things necessary to vest title in such property or rights in the Surviving Corporation.

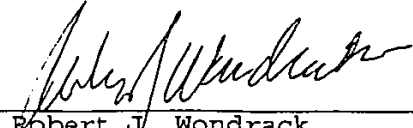
5. The Merger was authorized by unanimous vote of the

holders of all outstanding shares of stock of Airkinetics Corp. and
by unanimous vote of all outstanding shares of stock of Airkinetics
of Florida, Corp. in compliance with Section _____ of the
Florida Business Corporation Act which permits the Merger effected
herein. The shareholders and directors of both Airkintecs Corp. and Airkinetics
of Florida, Corp. met and approved the merger on December 30, 1996.

IN WITNESS WHEREOF, these Articles have been executed
this 30th day of ^{DECEMBER} ~~November~~, 1996.


AIRKINETICS OF FLORIDA, CORP.

By: _____


Robert J. Wondrack
President, Secretary and
Sole Shareholder

AIRKINETICS CORP.

By: _____


Robert J. Wondrack
President, Secretary and
Sole Shareholder

VERIFICATION

STATE OF New York)
COUNTY OF Cattaraugus) SS.:

Robert J. Wondrack, being first duly sworn, deposes and says, that he is the President, Secretary and Sole Shareholder of Airkinetics Corp.; that he resides at SANIDEL, FL; that he executed the foregoing Articles of Merger on behalf of Airkinetics Corp. the Constituent Corporation to the Merger; that he read the foregoing Certificate and knows the contents thereof; that the same are true to his own knowledge, except as to matters stated to be alleged upon information and belief, and that as to those matters he believes it to be true.


Robert J. Wondrack

Subscribed to before me this
30th day of November, 1996.

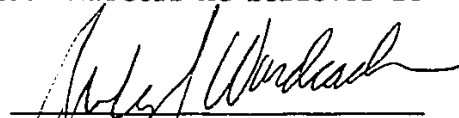

Notary Public

GEORGE S. DEPTULA
Notary Public in the State of New York
Qualified in Onondaga Co. No. 34-2663000
My Commission Expires November 30, 1997

VERIFICATION

STATE OF New York)
COUNTY OF Onondaga) SS.:

Robert J. Wondrack, being first duly sworn, deposes and says, that he is the President, Secretary and Sole Shareholder of Airkinetics of Florida, Corp.; that he resides at SANIBEL, FL.; that he executed the foregoing Certificate of Merger on behalf of Airkinetics of Florida, Corp. the Surviving Corporation to the merger; that he read the foregoing Certificate and knows the contents thereof; that the same are true to his own knowledge, except as to matters stated to be alleged upon information and belief, and that as to those matters he believes it to be true.


Robert J. Wondrack

Subscribed to before me this
10th day of December, 1996.


Notary Public

GEORGE S. DEPTULA
Notary Public in the State of New York
Qualified in Onondaga Co. No. 34-2663000
My Commission Expires November 30, 1997