

P95000002762

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

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To: Division of Corporations
Fax Number : (850) 922-4000

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

Darlene
2 pgs

MERGER OR SHARE EXCHANGE

HAMO AMERICA HOLDING CORP.

Certificate of Status	0
Certified Copy	0
Page Count	13
Estimated Charge	\$105.00

merge w/ NAME
2-10-99
CHANGE

DC

RECEIVED
99 FEB 10 AM 10:58
DIVISION OF CORPORATIONS

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DIVISION OF CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

HAMO MED CORP., a Florida corporation, L93895

HAMO SERVICE CORP., a Florida corporation, P93000074200

INTO

HAMO AMERICA HOLDING CORP. which changed its name to

HAMO USA INC., a Florida corporation, P95000002762.

File date: February 10, 1999

Corporate Specialist: Darlene Connell

Florida Department of State**Division of Corporations****Public Access System****Katherine Harris, Secretary of State****Electronic Filing Cover Sheet**

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MERGER OR SHARE EXCHANGE**HAMO AMERICA HOLDING CORP.**

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(B)

**ARTICLES OF MERGER OF
HAMO SERVICE CORP. AND HAMO MED CORP. into
HAMO AMERICA HOLDING CORP., hereafter
to be named HAMO USA INC.**

FILED
99 FEB 10 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

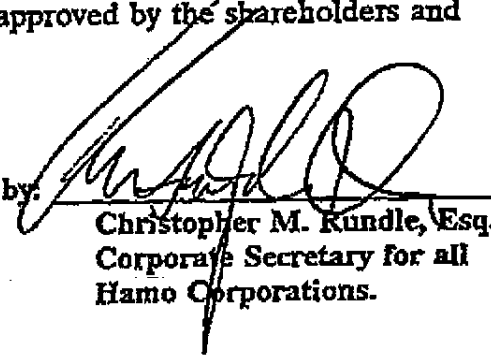
The following articles of merger are submitted in accordance with the Florida Business Corporation Act pursuant to Sections 607.1105 F.S. and 607.1006 F.S.

1. **First.** The name of the surviving corporation shall be changed to **HAMO USA INC.**, it shall remain a Florida corporation.
2. **Second.** The name and jurisdiction of each corporation is
 - (i) **Hamo Service Corp.**, a Florida corporation and
 - (ii) **Hamo Med Corp.**, a Florida corporation.
3. **Third.** The plans of merger for each corporation merging into **Hamo America Holding Corp.**, now to be named **Hamo USA Inc.**, are attached hereto, made a part hereof and marked **Exhibit A and B.**
4. **Fourth.** This merger shall become effective on the date of filing.
5. **Fifth.** The plans of merger were adopted by the board of directors of the surviving corporation on December 31st, 1998 and that the same has been adopted by its shareholders.
6. **Sixth.** The plan of merger was adopted by the board of directors of the merging corporations on December 31st 1998 and shareholder approval was not required.
7. **Seventh.** Pursuant to F.S. 607.1606 **Hamo America Holding Corp.** hereby amends its name pursuant to the plans of merger to be henceforth **HAMO USA Inc.**, as adopted on December 31st, 1998 to be effective from the date of filing. This amendment was approved by the shareholders and the corporate directors.

Signed this 18th day of January 1999.

**FOR HAMO AMERICA HOLDING CORP.
hereafter HAMO USA INC., HAMO SERVICE
CORP., AND HAMO MED CORP.**

by


Christopher M. Rundle, Esq.
Corporate Secretary for all
Hamo Corporations.

Prepared by: **CHRISTOPHER M. RUNDLE, ESQ.**
3929 PONCE DE LEON BLVD.
CORAL GABLES, FL 33134
(305) 569-9988
FBN0. 273264

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CORPORATE RESOLUTION OF BOARD OF DIRECTORS
OF HAMO MED CORP.

BE IT RESOLVED:

1. That at a meeting of the Board of Directors held on the 31 day of December 1998 at 3 pm. at 3929 Ponce de Leon Blvd., Coral Gables, Florida, all parties being present be it resolved that a proposed merger of the company was discussed and upon a quorum being present and a vote being taken, the same merger be and it is hereby approved.

That forthwith Articles of Merger be drafted transferring the company by merger into its parent corporation, HAMO AMERICA HOLDING. CORP.

I CERTIFY that the foregoing is a true copy of a resolution of the Board of Directors of HAMO MED CORP., a corporation duly organized and existing under the laws of the State of Florida having its principal place of business in Miami, Florida, duly adopted in accordance with the By-laws, and recorded in the minutes of a meeting of said Board held on the 31 of December 1998, and now in full force and effect;

I further certify that the following are the officers of said corporation, duly qualified and now acting as such:

NAME

TITLE OF OFFICE HELD

DENNIS MULCAHY

VICE PRESIDENT HAMO MED CORP.

CHRISTOPHER M. RUNDLE

SECRETARY

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the Seal of said corporation this 31 day of December, 1998.


Secretary

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**WAIVER OF NOTICE OF SPECIAL MEETING
AND RESOLUTION OF
HAMO AMERICA HOLDING CORP.**

We, the undersigned being all of the directors of HAMO AMERICA HOLDING CORP., severally waive notice and call of the time, place and purposes of a special meeting of the shareholders of the said corporation, and do hereby consent that the time and place for holding said meeting shall be 3:00 o'clock in the (after)noon on the 31 day of December, 1998, for all of the corporate shareholders and corporate directors at 3929 Ponce de Leon Boulevard, Coral Gables, Florida, in the City of Coral Gables, State of Florida, and do hereby further consent to the transaction of the following business, and adopt the following resolutions:

Merger of subsidiaries into parent company:

HAMO AMERICA HOLDING CORP.

WHEREAS, in the opinion of Hamo Service and Hamo Med Corp. Board of Directors, it is advisable and in the best interests of the corporation and its shareholders that be merged with and into the corporation pursuant to the provisions of the Florida General Corporation Act.

WHEREAS, the merger would be carried out in accordance with the terms and provisions of the Agreement and Plan of Merger of Hamo Service and Hamo Med Corp., with and into Hamo America Holding, the Agreement and Plan of Merger, a copy of which is attached hereto as Exhibits A and B and hereby made a part hereof; and

NOW THEREFORE, BE IT RESOLVED, that the Agreement and Plan of Merger be, and the same hereby is, approved and adopted; and

FURTHER RESOLVED, that the Articles of Merger of Hamo Scientific and Hamo Med with and into the Articles of Merger, a copy of which is attached hereto as Exhibit 2 Composite, and hereby made a part hereof, be, and the same hereby are, approved and adopted; and

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FURTHER RESOLVED, that the Agreement and Plan of Merger be submitted to the shareholders of the Corporation to be approved and adopted; and


FURTHER RESOLVED, that upon such approval and adoption by the shareholders, the proper officers of the Corporation be, and they hereby are, authorized and directed to execute the Agreement and Plan of Merger and the Articles of Merger; and

FURTHER RESOLVED, that upon such approval and adoption by the shareholders, the proper officers of the corporation be, and they hereby are, authorized and directed to do all such acts and things and to execute such documents, agreements, and certificates in the name of and on behalf of the corporation, and to deliver or file such documents, agreements and certificates, when executed, and to take all such other action, with any such person, as is necessary to effectuate the merger, and to pay all filing fees and other fees, expenses and charges as they, or any of them, may deem necessary of appropriate to effectuate the Agreement and Plan of Merger and the full intent and purposes thereof.

All of the directors of the corporation, do hereby consent to all the actions described in the foregoing preambles and resolutions, and said actions and resolutions shall have the same force and effect as if taken at a duly constituted meeting of the Board of Directors of the corporation. This document shall be filed with the Secretary of State and shall be made a part of the minutes of the corporation.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals on this 31 day of December 1998.

APPROVED AND ADOPTED BY ALL DIRECTORS
AND SHAREHOLDERS



MR. HANSRUEDI MOSER (SEAL)
PRESIDENT



CHRISTOPHER M. RUNDLE
Corporate Secretary

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EXHIBIT A

**AGREEMENT AND PLAN OF MERGER OF
HAMO SERVICE CORP.
WITH AND INTO
HAMO AMERICA HOLDING CORP.**

THIS AGREEMENT AND PLAN OF MERGER is made and entered into as of December 31, 1998, by and between **HAMO SERVICE CORP.**, a corporation organized and existing under the laws of the State of Florida, (being hereinafter sometimes referred to as the "Merging Corporation") and **HAMO AMERICA HOLDING CORP.**, a corporation organized and existing under the laws of the State of Florida, (being hereinafter sometimes referred to as the "Surviving Corporation"), said two corporations being hereinafter sometimes referred to collectively as the "Constituent Corporations".

WHEREAS, the Board of Directors and Shareholders of each of the Constituent Corporations deem it advisable and in the best interests of the Constituent Corporations that **HAMO SERVICE CORP.**, be merged with and into **HAMO AMERICA HOLDING CORP.**, with **HAMO AMERICA HOLDING CORP.** being the Surviving Corporation, under and pursuant to the laws of the State of Florida and on the terms and conditions set forth herein:

NOW THEREFORE, the parties hereto agree as follows:

**ARTICLE 1
MERGER**

- 1.1 **HAMO SERVICE CORP.** shall be merged with and into **HAMO AMERICA HOLDING CORP.** in accordance with the laws of the State of Florida. The separate corporate existence of **HAMO SERVICE CORP.** shall therefore cease, and **HAMO AMERICA HOLDING CORP.**, shall be the surviving corporation.
- 1.2 The name which the Surviving Corporation is to have after the merger shall be **HAMO USA INC.**
- 1.3 On the Effective Time (as defined in Section 2.1. below), the separate existence of the merging corporation shall cease. Except as herein otherwise specifically set forth, from and after the effective time the surviving corporation shall possess all of the rights, privileges, immunities and franchises, to the extent consistent with its Articles of Incorporation, of the Constituent Corporations. All the rights, privileges, powers and franchises of the Merging Corporation, of a public as well as of a private nature, and all property, real, personal and mixed of the Merging Corporation, and all debts due on whatever account to it, including all chooses in action and all and every other interest of or belonging to it,

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shall be taken by and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and all such property, rights, privileges, immunities and franchises, of a public as well as of a private nature, and all and every other interest of the merging corporation shall be thereafter as effectually the property of the Surviving Corporation as they were of the Merging Corporation.

- 1.4 From and after the effective time, the surviving corporation shall be subject to all the duties and liabilities of a corporation organized under the Laws of Florida and shall be liable and responsible for all the liabilities and obligations of the constituent corporations. The rights of the creditors of the Constituent Corporations, or of any person dealing with such corporations, or any liens upon the property of such corporations, shall not be impaired by this merger, and any claim existing or action or proceeding pending by or against either of such corporations may be prosecuted to judgement as if this merger had not taken place, or the surviving corporation may be proceeded against or substituted in place of the merging corporation. Except as otherwise specifically provided to the contrary herein, the identity, existence, purposes, powers, franchises, rights immunities and liabilities of the surviving corporation shall continue unaffected and unimpaired by the merger.

ARTICLE II

TERMS AND CONDITIONS OF THE MERGER

The terms and conditions of the merger shall be as follows:

- 2.1 The merger shall become effective from the time of filing, pursuant to Section 607.1107 of the Florida General Corporation Act. The time and date of such effectiveness is referred to in this Agreement as the "Effective Time".
- 2.2 Prior to the effective time, the constituent corporations shall take all such action as shall be necessary or appropriate in order to effect the merger. If at any time after the effective time the surviving corporation shall determine that any further conveyance, assignment or other documents or any further action is necessary or desirable in order to vest in, or confirm to, the surviving corporation full title to all of the property, assets, rights, privileges and franchises of the constituent corporations, or either of them, the officers and directors of the constituent corporations shall execute and deliver all such instruments and take all such further actions as the surviving corporation may determine to be necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of all such property, assets, rights, privileges, immunities and franchises, and otherwise to carry out the purposes of this Agreement and Plan.

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**ARTICLE III
CHARTER AND BYLAWS
DIRECTORS AND OFFICERS**

- 3.1 The articles of incorporation of **HAMO AMERICA HOLDING CORP.**, as in effect immediately prior to the effective time, shall after the merger continue to be the articles of incorporation of the surviving corporation until duly amended in accordance with law, and no change to such Articles of Incorporation shall be effected by the merger.
- 3.2 The bylaws of **HAMO AMERICA HOLDING CORP.**, as in effect immediately prior to the effective time, shall after the merger, continue to be the bylaws of the surviving corporation until duly amended in accordance with law, and no change to such bylaws shall be effected by the merger.
- 3.3 The persons who are the directors and officers of **HAMO AMERICA HOLDING CORP.** immediately prior to the effective time shall, after the merger, continue as Directors and officers of the surviving corporation without change, to serve, subject to the provisions of the bylaws of the surviving corporation, until their successors have been duly elected and qualified in accordance with the laws of the State of Florida and the Articles of Incorporation and bylaws of the surviving corporation.

**ARTICLE IV
CONVERSION OF SHARES**

- 4.1 The surviving corporation presently has issued an outstanding number of shares of common stock.
- 4.2 The merging corporation presently has issued an outstanding number of shares of common stock.
- 4.3 At the effective time, each issued and outstanding share of **HAMO SERVICE CORP.**, Common stock shall be converted into a share of common stock of the surviving corporation. After the effective time, each holder of an outstanding certificate or certificates theretofore representing shares of **HAMO SERVICE CORP.**, Common stock shall be required to, surrender the same to the surviving corporation for cancellation or transfer

**ARTICLE V
MISCELLANEOUS**

- 5.1 Notwithstanding anything herein to the contrary, the Board of Directors, of either of the Constituent Corporations may, in their sole discretion and at any time prior to the filing with the Secretary of State of Florida of the

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of either of the Constituent Corporations may, in their sole discretion and at any time prior to the filing with the Secretary of State of Florida of the necessary Articles of Merger giving effect to the merger, by resolution duly adopted, abandon the merger if it shall deem such action necessary, desirable and in the best interests of the respective Constituent Corporation. In the event of such determination and the abandonment of this Agreement and Plan pursuant to the provisions of this Paragraph 5.1, the same shall become null and void and shall have no further effect. Such termination shall not give rise to any liability on the part of either of the constituent Corporations or its directors, officers or shareholders in respect of this agreement and plan.

5.2. Any shareholders of HAMO SERVICE CORP. and HAMO AMERICA HOLDING CORP. dissenting to the Agreement and Plan shall be entitled pursuant to the Florida General Corporation Act, to be paid the fair value of their shares upon compliance with such statutory sections.

5.3. This agreement and plan embodies the entire agreement between the parties hereto and there are no agreements, understandings, restrictions or warranties between the parties hereto other than those set forth herein or herein provided for

IN WITNESS WHEREOF, this agreement and plan has been signed by the duly authorized officers of the Constituent Corporations pursuant to the authorization by the Board of Directors and Shareholders of the Constituent Corporations, all as of the day and year first above written.

HAMO AMERICA HOLDING CORP.

by: _____

HANSRUEDI MOSER - President

(CORPORATE SEAL)

Christopher M. Rundle
Corporate Secretary

HAMO SERVICE CORP.

by: _____

DIETER RUDIN - President

(CORPORATE SEAL)

Christopher M. Rundle
Corporate Secretary

hamo.rund@group.ham

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EXHIBIT B

**AGREEMENT AND PLAN OF MERGER OF
HAMO MED CORP.
WITH AND INTO
HAMO AMERICA HOLDING CORP.**

THIS AGREEMENT AND PLAN OF MERGER is made and entered into as of December 31, 1998, by and between **HAMO MED CORP.**, a corporation organized and existing under the laws of the State of Florida, (being hereinafter sometimes referred to as the ("Merging Corporation") and **HAMO AMERICA HOLDING CORP.**, a corporation organized and existing under the laws of the State of Florida, (being hereinafter sometimes referred to as the "Surviving Corporation"), said two corporations being hereinafter sometimes referred to collectively as the "Constituent Corporations".

WHEREAS, the Board of Directors and Shareholders of each of the Constituent Corporations deem it advisable and in the best interests of the Constituent Corporations that **HAMO MED CORP.**, be merged with and into **HAMO AMERICA HOLDING CORP.**, with **HAMO AMERICA HOLDING CORP.** being the Surviving Corporation, under and pursuant to the laws of the State of Florida and on the terms and conditions set forth herein:

NOW THEREFORE, the parties hereto agree as follows:

**ARTICLE 1
MERGER**

- 1.1 **HAMO MED CORP.** shall be merged with and into **HAMO AMERICA HOLDING CORP.** in accordance with the laws of the State of Florida. The separate corporate existence of **HAMO MED CORP.** shall therefore cease, and **HAMO AMERICA HOLDING CORP.**, shall be the surviving corporation.
- 1.2 The name which the Surviving Corporation is to have after the merger shall be **HAMO USA INC.**
- 1.3 On the Effective Time (as defined in Section 2.1. below), the separate existence of the merging corporation shall cease. Except as herein otherwise specifically set forth, from and after the effective time the surviving corporation shall possess all of the rights, privileges, immunities and franchises, to the extent consistent with its Articles of Incorporation, of the Constituent Corporations. All the rights, privileges, powers and franchises of the Merging Corporation, of a public as well as of a private nature, and all property, real, personal and mixed of the Merging Corporation, and all debts due on whatever account to it, including all chooses in action and all and every other interest of or belonging to it,

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shall be taken by and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and all such property, rights, privileges, immunities and franchises, of a public as well as of a private nature, and all and every other interest of the merging corporation shall be thereafter as effectually the property of the Surviving Corporation as they were of the Merging Corporation.

- 1.4 From and after the effective time, the surviving corporation shall be subject to all the duties and liabilities of a corporation organized under the Laws of Florida and shall be liable and responsible for all the liabilities and obligations of the constituent corporations. The rights of the creditors of the Constituent Corporations, or of any person dealing with such corporations, or any liens upon the property of such corporations, shall not be impaired by this merger, and any claim existing or action or proceeding pending by or against either of such corporations may be prosecuted to judgement as if this merger had not taken place, or the surviving corporation may be proceeded against or substituted in place of the merging corporation. Except as otherwise specifically provided to the contrary herein, the identity, existence, purposes, powers, franchises, rights immunities and liabilities of the surviving corporation shall continue unaffected and unimpaired by the merger.

ARTICLE II

TERMS AND CONDITIONS OF THE MERGER

The terms and conditions of the merger shall be as follows:

- 2.1 The merger shall become effective from the time of filing, pursuant to Section 607.1107 of the Florida General Corporation Act. The time and date of such effectiveness is referred to in this Agreement as the "Effective Time".
- 2.2 Prior to the effective time, the constituent corporations shall take all such action as shall be necessary or appropriate in order to effect the merger. If at any time after the effective time the surviving corporation shall determine that any further conveyance, assignment or other documents or any further action is necessary or desirable in order to vest in, or confirm to, the surviving corporation full title to all of the property, assets, rights, privileges and franchises of the constituent corporations, or either of them, the officers and directors of the constituent corporations shall execute and deliver all such instruments and take all such further actions as the surviving corporation may determine to be necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of all such property, assets, rights, privileges, immunities and franchises, and otherwise to carry out the purposes of this Agreement and Plan.

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**ARTICLE III
CHARTER AND BYLAWS
DIRECTORS AND OFFICERS**

- 3.1 The articles of incorporation of **HAMO AMERICA HOLDING CORP.**, as in effect immediately prior to the effective time, shall after the merger continue to be the articles of incorporation of the surviving corporation until duly amended in accordance with law, and no change to such Articles of Incorporation shall be effected by the merger.
- 3.2 The bylaws of **HAMO AMERICA HOLDING CORP.**, as in effect immediately prior to the effective time, shall after the merger, continue to be the bylaws of the surviving corporation until duly amended in accordance with law, and no change to such bylaws shall be effected by the merger.
- 3.3 The persons who are the directors and officers of **HAMO AMERICA HOLDING CORP.** immediately prior to the effective time shall, after the merger, continue as Directors and officers of the surviving corporation without change, to serve, subject to the provisions of the bylaws of the surviving corporation, until their successors have been duly elected and qualified in accordance with the laws of the State of Florida and the Articles of Incorporation and bylaws of the surviving corporation.

**ARTICLE IV
CONVERSION OF SHARES**

- 4.1 The surviving corporation presently has issued an outstanding number of shares of common stock.
- 4.2 The merging corporation presently has issued an outstanding number of shares of common stock.
- 4.3 At the effective time, each issued and outstanding share of **HAMO MED CORP.**, Common stock shall be converted into a share of common stock of the surviving corporation. After the effective time, each holder of an outstanding certificate or certificates theretofore representing shares of **HAMO MED CORP.**, Common stock shall be required to, surrender the same to the surviving corporation for cancellation or transfer

**ARTICLE V
MISCELLANEOUS**

- 5.1 Notwithstanding anything herein to the contrary, the Board of Directors, of either of the Constituent Corporations may, in their sole discretion and at any time prior to the filing with the Secretary of State of Florida of the

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of either of the Constituent Corporations may, in their sole discretion and at any time prior to the filing with the Secretary of State of Florida of the necessary Articles of Merger giving effect to the merger, by resolution duly adopted, abandon the merger if it shall deem such action necessary, desirable and in the best interests of the respective Constituent Corporation. In the event of such determination and the abandonment of this Agreement and Plan pursuant to the provisions of this Paragraph 5.1, the same shall become null and void and shall have no further effect. Such termination shall not give rise to any liability on the part of either of the constituent Corporations or its directors, officers or shareholders in respect of this agreement and plan.

5.2. Any shareholders of HAMO MED CORP. and HAMO AMERICA HOLDING CORP. dissenting to the Agreement and Plan shall be entitled pursuant to the Florida General Corporation Act, to be paid the fair value of their shares upon compliance with such statutory sections.

5.3. This agreement and plan embodies the entire agreement between the parties hereto and there are no agreements, understandings, restrictions or warranties between the parties hereto other than those set forth herein or herein provided for

IN WITNESS WHEREOF, this agreement and plan has been signed by the duly authorized officers of the Constituent Corporations pursuant to the authorization by the Board of Directors and Shareholders of the Constituent Corporations, all as of the day and year first above written.

HAMO AMERICA HOLDING CORP.

by: _____

HANSRUEDI LOSER - President

(CORPORATE SEAL)

ATTEST

Christopher M. Rundle

Corporate _____

Secretary

HAMO MED CORP.

by: _____

DENNIS MULCAHY - Vice President

(CORPORATE SEAL)

ATTEST

Christopher M. Rundle

Corporate _____

Secretary

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