

P95000016439

FLORIDA FILING & SEARCH SERVICES, INC.

P.O. BOX 10662 TALLAHASSEE, FL 32302

PH: (850) 668-4318 FX: (850) 668-3398

FILED
MAR -3 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DATE: MARCH 3, 1999

ACCOUNT NO: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

Abbie Hodge

TYPE OF FILING
ARTICLES OF MERGER

Merger

CORPORATE NAME
CLUTCH/BRAKE INTERNATIONAL, LTD INTO
TORQUE TECHNOLOGIES, INC.

800002793478--7

SPECIAL INSTRUCTIONS:

PLEASE RETURN ONE CERTIFIED COPY.

COST

46.25 78.75

**02250, 02277, 00672*

RECEIVED
MAR -3 PM 4:20
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

CLUTCH/BRAKE INTERNATIONAL LTD., a Delaware corporation not authorized
to transact business in Florida

INTO

TORQUE TECHNOLOGIES INC., a Florida corporation, P95000016439

File date: March 3, 1999

Corporate Specialist: Annette Ramsey

Account number: FCA000000015

Account charged: 78.75



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

RECEIVED

MAR -8 PM 2:14
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

March 4, 1999

Florida Filing & Search Services, Inc.
P.O. Box 10662
Tallahassee, FL 32302

SUBJECT: TORQUE TECHNOLOGIES INC.
Ref. Number: P95000016439

We have received your document for TORQUE TECHNOLOGIES INC. and the authorization to debit your account in the amount of \$96.25. However, the document has not been filed and is being returned for the following:

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 899A00009974

*Re Submit
Please give original
file date*

[Signature]

**ARTICLES OF MERGER
MERGING
CLUTCH/BRAKE INTERNATIONAL LTD.
INTO
TORQUE TECHNOLOGIES INC.**

FILED
99 MAR -3 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Under Section 607.1105 of the Florida Business Corporation Act

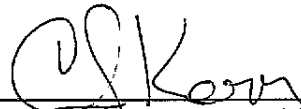
The undersigned, being the President and Secretary of Torque Technologies Inc., a Florida corporation and Clutch/Brake International Ltd., a Delaware corporation do hereby certify as follows

1. The name of each constituent corporation is Torque Technologies Inc., a Florida corporation, and Clutch/Brake International Ltd., a Delaware corporation.
2. The name of the surviving corporation is Torque Technologies Inc., a Florida corporation.
3. The Plan and Agreement of Merger is attached hereto.
4. Torque Technologies Inc. has authorized 1,000 shares of common stock, no par value, of which 1,000 shares are issued and outstanding, all of such shares being entitled to vote on the Merger.
5. Clutch/Brake International Ltd. has authorized 1,000 shares of common stock, \$.001 par value, of which 1,000 shares are issued and outstanding, all of such shares being entitled to vote on the Merger.
6. The Certificate of Incorporation of Torque Technologies Inc. was filed by the Florida Department of State on the 28th day of February, 1995 and the Certificate of Incorporation of Clutch/Brake International Ltd. was filed by the Delaware Department of State on the 18th day of July, 1991.
7. The Certificate of Incorporation of Torque Technologies Inc., the surviving corporation shall remain the Certificate of Incorporation of the corporation surviving the merger.


8. The merger was authorized by Written Consent of the Sole Director and Sole Shareholder entitled to vote thereon of Torque Technologies Inc. and by Unanimous Written Consent of the Board of Directors followed by Written Consent of the Sole Shareholder entitled to vote thereon of Clutch/Brake International Ltd. on February 26, 1999.
9. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

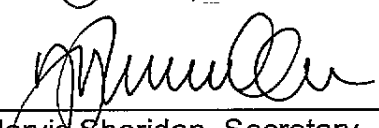
IN WITNESS WHEREOF, the undersigned have executed this Certificate this 26 day of February, 1999 and hereby affirm the truth of the statements contained herein under penalty of perjury.

TORQUE TECHNOLOGIES INC.

By: 
C. James Kerr, President & Secretary

CLUTCH/BRAKE INTERNATIONAL LTD.

By: 
C. James Kerr, President


Jarvis Sheridan, Secretary

**PLAN AND AGREEMENT OF MERGER
OF
CLUTCH/BRAKE INTERNATIONAL LTD.
INTO
TORQUE TECHNOLOGIES INC.**

This Plan and Agreement of Merger is made as of February 26, 1999, by and between Clutch/Brake International Ltd., a Delaware corporation ("Clutch/Brake"), and Torque Technologies Inc., a Florida corporation ("Torque"), with reference to the following facts:

Torque has authorized 1,000 shares of Common Stock with no par value of which 1,000 shares are outstanding. Clutch/Brake has authorized 1,000 shares of Common Stock with a \$.001 par value of which 1,000 shares are issued and outstanding.

The Boards of Directors of Clutch/Brake and Torque deem it advisable and in the best interest of Clutch/Brake and Torque, respectively, for Clutch/Brake to merge with and into Torque (the "Merger"), for the separate corporate existence of Clutch/Brake to cease, and for Torque to be the surviving corporation, all pursuant to this Plan and Agreement and the applicable provisions of the Delaware General Corporation Law and the Florida Business Corporation Act.


The Boards of Directors of Clutch/Brake and Torque have approved and adopted the following Plan.

1. Clutch/Brake shall be merged with and into Torque.
2. Upon such Merger, the separate existence of Clutch/Brake shall cease and Torque shall succeed, without other transfer, to all of the rights and property of Clutch/Brake and shall be subject to all of the debts and liabilities thereof in the same manner as if Torque had itself incurred them. All rights of creditors and all liens upon the property of each corporation shall be preserved unimpaired, provided that such liens upon Clutch/Brake property shall be limited to the property affected thereby immediately prior to the time the Merger is effective.
3. Upon such merger, each outstanding share of Clutch/Brake Common Stock shall be canceled. The cancellation of shares of Clutch/Brake as provided by this Plan and Agreement shall occur automatically at the effective time of the Merger without action by the holder thereof.
4. Upon such Merger, the Certificate of Incorporation and By-Laws of Torque shall be the Certificate of Incorporation and By-Laws of the surviving corporation.

5. This Plan and Agreement may be executed in counterparts.

IN WITNESS WHEREOF, the parties have executed this Plan and Agreement under penalty of perjury as of the date first set above.

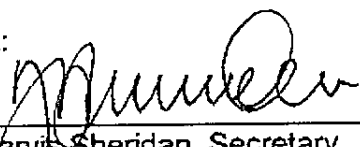
TORQUE TECHNOLOGIES INC.

By: 
C. James Kerr, President & Secretary

CLUTCH/BRAKE INTERNATIONAL LTD.

By: 
C. James Kerr, President

Attest:


Jarvis Sheridan, Secretary