

Y9500 0025810

**BODKER, RAMSEY & ANDREWS**

A PROFESSIONAL CORPORATION  
ATTORNEYS & COUNSELORS AT-LAW

SUITE 614

1800 PEACHTREE STREET N.W.

ATLANTA, GEORGIA 30309-2507

Facsimile:  
(404) 352-1285

Telephone:  
(404) 351-1615

March 23, 1995

VIA FEDERAL EXPRESS

Florida Secretary of State  
Division of Corporations  
George Firestone Building  
409 East Gaines Street  
Tallahassee, Florida 32399

000001443110  
-03/29/95--01089--002  
\*\*\*122.50 \*\*\*122.50

Re: Energy Four, Inc.  
Our File No. 3683-01

Dear Sir/Madam:

Enclosed with this correspondence are the following documents for the filing of the incorporation of Energy Four, Inc.:

1. Original Articles of Incorporation;
2. Designation and Acceptance of Registered Agent; and
3. Our firm's check in the amount of \$122.50, which represents payment of the filing fee and the fee for a certified copy of the Articles.

Due to our time constraints, we have not requested a name reservation certificate; however, we have verified by telephone with your office that the name "Energy Four, Inc." appears to be available.

Please forward the certified copy to us at the above address as soon as possible. If you have any questions or comments with regard to this matter, please do not hesitate to call.

DSB

MAR 31 1995

Sincerely yours,

BODKER, RAMSEY & ANDREWS  
A Professional Corporation

Jon G. Blaustein  
For The Firm

JGB:dcj  
Enclosures  
cc: Mr. Jeffrey S. Mesquita

FILED  
MAR 29 PM 12:55

**ARTICLES OF INCORPORATION  
OF  
ENERGY FOUR, INC.**

FILED  
95 MAR 28 PM 12: 55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I**  
**Name**

The name of the Corporation shall be ENERGY FOUR, INC. The street address and mailing address of the principal office of the Corporation is 2188 Sprint Boulevard, Apopka, Florida 32703.

**ARTICLE II**  
**Nature Of Business**

The general purposes for which this Corporation is organized are as follows:

- (a) to engage in the business of refurbishing energy devices, including without limitation, spark plugs and/or other shockwave generating devices for use in medical equipment, and all acts, actions and activities necessary, proper, desirable and incidental to such activities; and
- (b) to make investments, and to transact any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE III**  
**Authorized Shares**

3.1 **Number.** The Corporation shall be authorized to create and issue Ten Thousand (10,000) shares of Class A voting common stock with a par value of Ten Cents (\$.10) per share, and Ten Thousand (10,000) shares of Class B non-voting common stock with a par value of Ten -

Cents (\$.10) per share. All shares of Class B non-voting common stock shall have identical characteristics with shares of Class A voting common stock other than with respect to voting rights, including without limitation as to equal participation in any dividends or liquidation proceeds.

3.2 **Consideration for Shares.** The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

3.3 **Dividends.** The holders of the outstanding stock shall be entitled to receive, when and as declared by the Board of Directors, solely out of the unreserved and unrestricted earned surplus of the corporation or out of the unrestricted net earnings of the current fiscal year, dividends payable either in cash, in property, or in shares of the common stock of the corporation.

#### **ARTICLE IV** **Term of Existence**

4.1 **Term.** The term of this Corporation shall commence with the filing of these Articles of Incorporation.

4.2 **Duration.** The Corporation shall exist perpetually unless dissolved according to law.

#### **ARTICLE V** **Initial Registered Office and Agent**

The street address of the initial registered office of this Corporation in the State of Florida shall be 1340 Palmetto Avenue, Winter Park, Florida 32789, and the registered agent at that address is Sanford Kaplan.

ARTICLE VI  
Board of Directors

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have two (2) directors initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

ARTICLE VII  
Directors - Names and Addresses

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

<u>Name</u>	<u>Street Address</u>
Jeffrey S. Mesquita	200 Galleria Parkway Suite 140 Atlanta, Georgia 30339
Ted S. Finkel	1340 Palmetto Avenue Winter Park, Florida 32789-4916

ARTICLE VIII  
Incorporator

The name and address of the Incorporator are as follows:

Jon G. Blaustein, Esq.  
Bodker, Ramsey & Andrews,  
A Professional Corporation  
1800 Peachtree Street, N.W., Suite 615  
Atlanta, Georgia 30309-2507

ARTICLE IX  
Special Provisions

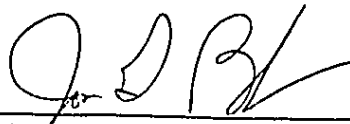
The following additional provisions for the regulation of business and for the conduct of the affairs of the Corporation and for creating, defining, limiting and regulating the powers of the Corporation, its shareholders and directors, are hereby adopted as a part of these Articles of Incorporation.

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

2. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of a new certificate therefor.

3. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the Corporation as directors, officers or otherwise.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Atlanta, Georgia, for the uses and purposes aforesaid, this 27th day of March, 1995.




\_\_\_\_\_  
Jon G. Blaustein, Esquire  
Incorporator

STATE OF GEORGIA

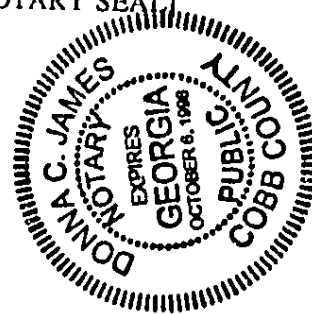
COUNTY OF FULTON

Before me personally appeared Jon G. Blaustein, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Atlanta, Georgia this 27<sup>th</sup> day of March, 1995.

  
Notary Public

[NOTARY SEAL]



art-inc.ef/4194

DESIGNATION AND ACCEPTANCE

FILED

OF

95 MAR 28 PM 12:55

REGISTERED AGENT

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florida Statutes, Sections 607.0202 and 607.0501, Energy Four, Inc., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 1340 Palmetto Avenue, Winter Park, Florida 32789, has named Sanford Kaplan located thereat as its registered agent to accept service of process within this State. This 27th day of March, 1995.

By: 

Jon G. Blaustein, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby acknowledge that I am familiar with and accept the obligations and the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto. This 28 day of March, 1995.

REGISTERED AGENT:

By: 

Sanford Kaplan

P95000025810

**BODKER, RAMSEY & ANDREWS**

A PROFESSIONAL CORPORATION  
ATTORNEYS & COUNSELORS-AT-LAW  
SUITE 615

1800 PEACHTREE STREET, N. W.  
ATLANTA, GEORGIA 30309-2507

Facsimile:  
(404) 352-1285

Telephone:  
(404) 351-1615

April 13, 1995

100000145851  
04/18/95-01043--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

The Honorable Sandra B. Mortham  
Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Merger of Energy Four, Inc., a Georgia corporation into  
Energy Four, Inc., a Florida corporation,  
Document No. P95000025810  
Our File No. 2211-01

Dear Sir or Madam:

Pursuant to Section 607.1105 of the Florida Business Corporation Act, in connection with the merger of Energy Four, Inc., a Georgia corporation into Energy Four, Inc., a Florida corporation, Document No. P95000025810, enclosed herewith please find the following:

1. An originally executed Articles of Merger and one exact copy thereof; and
2. Our firm's check in the amount of \$70.00 in payment of the applicable filing fee.

Kindly file the Articles of Merger and return a filed copy thereof to me at the above address. Should you require any additional information, please call me at 404-351-1615.

Sincerely yours,

BODKER, RAMSEY & ANDREWS  
A Professional Corporation

Kenneth L. Zirkman  
For the Firm

KLZ/em  
Enclosure  
cc: Mr. Jeffrey S. Mesquita  
Jon G. Blaustein, Esq.

E4Mer-FL.sos/4200

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 APR 17 AM 1:04

merg  
4/21  
FLB



ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

ENERGY FOUR, INC., a Georgia corporation not authorized to transact business  
in Florida.

INTO

**ENERGY FOUR, INC.**, a Florida corporation, P95000025810.

File date: April 17, 1995

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER

OF

ENERGY FOUR, INC., a Georgia Corporation

WITH AND INTO ENERGY FOUR, INC., a Florida Corporation

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, Energy Four, Inc. ("E4-Florida"), a corporation incorporated under the laws of Florida on March 28, 1995 (the "Surviving Corporation"), and Energy Four, Inc. ("E4-Georgia"), a corporation incorporated under the laws of Georgia on January 20, 1989, hereby execute the following Articles of Merger.

1. The name and state of incorporation of each corporation which is merging is: Energy Four, Inc., a Florida corporation, and Energy Four, Inc., a Georgia corporation.

2. Energy Four, Inc. shall be the Surviving Corporation resulting from the merger.

3. A copy of the Agreement and Plan of Merger is attached hereto as Exhibit "A".

4. The Plan of Merger was approved and adopted by the shareholders of E4-Georgia and E4-Florida on April 11, 1995 and April 11, 1995, respectively.

5. The merger shall be effective immediately upon filing of these Articles of Merger.

IN WITNESS WHEREOF, each of the undersigned corporations has caused this Articles of Merger to be duly executed and sealed in its name this 11th day of April, 1995.

Attest:

Jeffrey S. Mesquita  
Jeffrey S. Mesquita,  
Secretary

[CORPORATE SEAL]

ENERGY FOUR, INC.,  
a Florida Corporation

By: Jeffrey S. Mesquita  
Jeffrey S. Mesquita,  
President

Attest:

Ted S. Finkel  
Ted S. Finkel,  
Secretary

[CORPORATE SEAL]

ENERGY FOUR, INC.,  
a Georgia Corporation

By: Jeffrey S. Mesquita  
Jeffrey S. Mesquita,  
President

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
95 APR 17 AM 1:04

smrg.11/4200

## EXHIBIT "A"

### AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made and entered into this 11 day of APRIL, 1995, pursuant to Section 607.1101 of the Florida Business Corporation Act, by and between ENERGY FOUR, INC. ("E4-Florida"), a Florida corporation, and ENERGY FOUR, INC. ("E4-Georgia"), a Georgia corporation. E4-Florida and E4-Georgia are hereinafter sometimes referred to individually as a "Merging Corporation" and collectively as the "Merging Corporations."

#### W I T N E S S E T H:

WHEREAS, E4-Florida is a corporation that was incorporated under the laws of the State of Florida on March 28, 1995, with authorized capital stock of 10,000 shares of common stock, \$.10 par value per share, of which 500 shares are issued and outstanding as of the date hereof and 10,000 shares of Class B non-voting common stock, \$.10 par value per share of which no shares are issued and outstanding as of the date hereof; and

WHEREAS, E4-Georgia is a corporation that was incorporated under the laws of the State of Georgia on January 20, 1989, with authorized capital stock of 10,000 shares of Class A voting common stock, \$.10 par value per share, of which 2,000 shares are issued and outstanding as of the date hereof and 10,000 shares of Class B non-voting common stock, \$.10 par value per share of which no shares are issued and outstanding as of the date hereof; and

WHEREAS, the Board of Directors of each of the Merging Corporations has deemed it advisable for the mutual benefit of the

Merging Corporations and their respective shareholders that E4-Georgia be merged with and into E4-Florida;

NOW THEREFORE, for and in consideration of the mutual agreements, promises and covenants contained herein, the Merging Corporations do hereby agree, subject to the approval and adoption of the Agreement by the shareholders of the Merging Corporations and subject to the conditions to the merger as set forth herein, as hereinafter provided:

I.

NAMES OF MERGING  
AND SURVIVING CORPORATIONS

The names of the corporations proposing to merge are ENERGY FOUR, INC., a Florida corporation, and Energy Four, Inc., a Georgia corporation. ENERGY FOUR, INC., a Florida corporation, shall be the Surviving Corporation. Upon the Effective Date of Merger as hereinafter defined, the name of the Surviving Corporation shall remain ENERGY FOUR, INC.

II.

TERMS AND CONDITIONS  
OF PROPOSED MERGER

A. The actions required to be taken by the Florida Business Corporation Act in order to make this Agreement effective, including, but not limited to, the submission of this Agreement for the consent of the shareholders of the Merging Corporations to the adoption and approval of this Agreement, the filing by both of the Merging Corporations of either a Certificate of Merger or Articles of Merger, and the publication of the notice of such merger in the

manner provided under the Georgia Business Corporation Code, shall be attended to and done by the proper officers of the Merging Corporations.

B. This Agreement shall become effective immediately upon filing of Articles of Merger with the Department of State of Florida (such date and time is herein referred to as the "Effective Date of Merger").

C. This Agreement may be terminated by the mutual consent of the Boards of Directors of both of the Merging Corporations at anytime prior to the Effective Date of Merger.

### III.

#### MANNER AND BASIS OF CONVERSION OF SHARES OF STOCK

A. Upon the Effective Date of Merger, the manner and basis of converting the shares of stock of E4-Georgia into shares of stock of the Surviving Corporation shall be as follows:

1. Each share of the common stock of E4-Florida issued and outstanding immediately prior to the Effective Date of Merger shall continue unchanged and shall continue to evidence an identical share of common stock of the Surviving Corporation.

2. All of the shares of common stock of E4-Georgia that were issued and outstanding immediately prior to the Effective Date of Merger shall be canceled and one new share of common stock of the Surviving Corporation shall be issued in the place of each such canceled share to E4-Georgia shareholders of record as of the Effective Date of Merger. As soon as practicable after the Effective Date of Merger, E4-Georgia Shareholders shall surrender

to the Surviving Corporation their stock certificates representing all of their shares of E4-Georgia common stock. Until so surrendered, each such outstanding certificate shall be deemed for all corporate purposes to evidence ownership of an equivalent number of shares of common stock of the Surviving Corporation.

IV.

ARTICLES OF INCORPORATION,  
DIRECTORS, AND OFFICERS  
OF SURVIVING CORPORATION

The Articles of Incorporation of the Surviving Corporation shall not be changed in any manner as a result of this merger. Until removed or replaced as provided in the By-laws of the Surviving Corporation, the directors and officers of E4-Florida shall serve as the directors and officers of the Surviving Corporation. Upon the Effective Date of Merger, the respective directors and officers of E4-Georgia shall be deemed to have resigned.

V.

ANNUAL MEETING  
OF SHAREHOLDERS

The first annual meeting of shareholders of the Surviving Corporation after the Effective Date of Merger shall be the next annual meeting provided by the By-laws of the Surviving Corporation.

VI.

EFFECT OF MERGER

Upon the Effective Date of Merger:

- A. The separate existence of E4-Georgia shall cease;
- B. The Surviving Corporation shall possess all the rights, privileges, immunities and powers and shall be subject to all of the duties and liabilities of a corporation organized under the laws of the State of Florida;
- C. The Surviving Corporation shall possess all the rights, privileges, immunities and franchises, whether of a public or private nature, of both of the Merging Corporations;
- D. All property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of or belonging to or due to both of the Merging Corporations shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed;
- E. The title to any real estate, or any interest therein, vested in either of the Merging Corporations, shall not revert or be in any way impaired by reason of the merger;
- F. The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of both of the Merging Corporations;
- G. Any claims existing or actions or proceedings pending by or against either of the Merging Corporations may be prosecuted as if the merger had not taken place, or the Surviving Corporation may

be substituted in the place of either of the Merging Corporations, as appropriate; and

H. Neither the rights of creditors nor any liens upon the property of either of the Merging Corporations shall be impaired by the merger.

#### VII.

##### SERVICE OF PROCESS

The Surviving Corporation may be served with process in the State of Florida in any proceeding for enforcement of any obligation of E4-Georgia, as well as for enforcement of any obligation of the Surviving Corporation arising from the merger.

#### VIII.

##### GENERAL PROVISIONS

A. E4-Georgia agrees that from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, it will execute and deliver, or cause to be executed and delivered, all such deeds and other instruments, and will take or cause to be taken such further or other action, as the Surviving Corporation may deem necessary or desirable, in order more fully to vest in and confirm to the Surviving Corporation title to and possession of all property, rights, privileges, powers and franchises of E4-Georgia and otherwise to carry out the intent and purposes of this Agreement.



B. Any number of counterparts of this Agreement may be signed and delivered and each shall be considered an original and together they shall constitute one agreement.

C. This Agreement shall be construed and performed in accordance with the laws of the State of Florida. The rights and liabilities of the parties shall bind and inure to their respective successors and assigns.

D. This Agreement constitutes the entire agreement among the parties pertaining to its subject matter and supersedes all prior agreements and understandings of the parties in connection therewith. This Agreement cannot be changed or terminated orally, nor shall any change, termination or attempted waiver of any of the provisions of this Agreement be binding on either Merging Corporation unless in writing signed by its President.

IN WITNESS WHEREOF, both of the Merging Corporations have caused this Agreement and Plan of Merger to be executed and sealed on their behalf and the foregoing attested, all by their respective duly authorized officers on the day and year first above specified.

ENERGY FOUR, INC.,  
a Florida Corporation

By: \_\_\_\_\_  
Jeffrey S. Mesquita, President

Attest:

\_\_\_\_\_  
Jeffrey S. Mesquita, Secretary

[CORPORATE SEAL]

[SIGNATURES CONTINUED ON FOLLOWING PAGE]

ENERGY FOUR, INC.,  
a Georgia Corporation

By: Jeffrey S. Mesquita, President

Attest:

Ted S. Finkel, Secretary

[CORPORATE SEAL]