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FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

6/18/95

((H95000002820))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: ROBERT N. ALLEN, JR., P.A.
501 BRICKELL KEY DR
SUITE 210
MIAMI FL 33131-0000 418-0000
CONTACT: RICK BAJANDAS
PHONE: (305) 372-3300
FAX: (305) 379-7018

((H95000002820))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: COVERPOL, INC.

FAX AUDIT NUMBER: H95000002820

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/10/1995

TIME REQUESTED: 18:18:39

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 4

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$70.00

ACCOUNT NUMBER: 073324000622

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H95000002820))

** ENTER 'M' FOR MENU. **

4/18

H95-5579

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 APR 17 PM 4:29

FILED

95 APR 17 PM 4:29



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

March 31, 1995

ROBERT M. ALLEN, JR. P.A.

MIAMI, FL 33131

SUBJECT: COVERPOL, INC.
REF: W95000005519

JERRI: Please note that this application is resubmitted as part of the withdrawal ** of authority to transact business of Coverpol, Inc. the Texas corporation thereby releasing the name for availability.

I am re-submitting this request pursuant to the instructions of Ms. Poole.

Thank you.

** See fax audit number H95000004299

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H95000002820
Letter Number: 195A00014786

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

FILED
95 APR 17 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAX AUDIT NUMBER H95000002820

ARTICLES OF INCORPORATION
OF
Coverpol, Inc.

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is Coverpol, Inc. (the "Corporation").

ARTICLE II

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE III

The Corporation is authorized to issue ten thousand shares of common stock, with a par value of \$1.00 per share.

ARTICLE IV

The address of the principal office of the Corporation, and its mailing address, is 601 Brickell Key Drive, Suite 805, Miami, Florida 33131.

ARTICLE V

The street address of the Corporation's initial registered office is 601 Brickell Key Drive, Suite 805, Miami, Florida 33131. The name of the initial registered agent at such office is the law office of Allen & Galego.

Preparer:

Ricardo Bajandas
Allen & Galego ** (fictitious name filed for registered agent) **
Attorneys at Law
601 Brickell Key Drive, Suite 805
Miami, Florida 33131
Ph. (305) 372-3300
FL BAR NO. 0987750

FAX AUDIT NUMBER H95000002820

FAX AUDIT NUMBER H95000002820

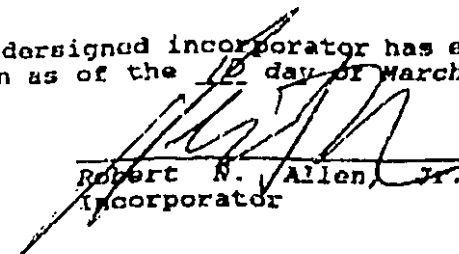
ARTICLE VI

The Corporation shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the Corporation, or any person who is or was serving at the request of the Corporation as a director or officer of another corporation, no employee or agent of the Corporation may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE VII

The name and address of the incorporator of the Corporation is Robert N. Allen, Jr. Esq., Allen & Galego, 601 Brickell Key Drive, Suite 805, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of the 16 day of March, 1995.


Robert N. Allen, Jr., Esq.
Incorporator

FAX AUDIT NUMBER H95000002820

FAX AUDIT NUMBER H95000002820ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for Coverpol, Inc., at the place designated in the change of registered agent form: (i) I agree to act in this capacity; (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

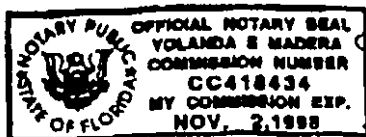
Dated as of the 10 day of March, 1995.

Allen & Galego

By:

Robert N. Allen, Jr., President

10 The foregoing instrument was acknowledged before me on this day of March, 1995 by Robert N. Allen, Jr. to me personally known and who has taken the oath.

Yolanda E. Madera
Notary Public, State of Florida

(Print Name)

My Commission Expires: Nov 2, 1998Dated as of the 10 day of March, 1995.FILED
95 APR 17 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDAFAX AUDIT NUMBER H95000002820

P95000030073



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

COVERPOL, INC., a Texas corporation (not qualified to transact business in Florida)

INTO

COVERPOL, INC., a Florida corporation, P95000030073.

File date: August 15, 1995

Corporate Specialist: Louise Flemming-Jackson

08/15/1995 09:37 3053797018

ALLEN & GALEGO

PAGE 01

ENTER 'M' FOR MENU.

ENTER/SELECTION AND <CR> FLORESBA DIVISION OF CORPORATIONS

9:32 AM

((H95000008964)))

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: ROBERT N. ALLEN, JR., P.A.

DEPARTMENT OF STATE

501 BRICKELL KEY DR

STATE OF FLORIDA

SUITE 210

409 EAST GAINES STREET

MIAMI FL 33131-0000

TALLAHASSEE, FL 32399

CONTACT: RICK BAJANDAS

FAX: (904) 922-4000

PHONE: (305) 372-3300

FAX: (305) 379-7018

((H95000008964)))

DOCUMENT TYPE: MERGER OR SHARE EXCHANGE

NAME: COVERPOL, INC.

FAX AUDIT NUMBER: H95000008964.

CURRENT STATUS: REQUESTED

DATE REQUESTED: 08/15/1995

TIME REQUESTED: 09:32:46

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 22

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$70.00

ACCOUNT NUMBER: 073324000622

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((H95000008964)))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

FILED

1995 AUG 15 PM 2:25

FLORIDA STATE
TALLAHASSEE, FLORIDA

Merger
LFT

RECEIVED
08/15/1995
11:28
GENERAL

ARTICLES OF MERGER

FILED
In the Office of the
Secretary of State of Texas
JUL 25 1995

Pursuant to the provisions of Article 5.04 of the Texas Business Corporation Act and Section 607.1101 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of effecting a merger.

1. The name and state of incorporation of each of the constituent corporations is as follows:

<u>Corporation</u>	<u>State of Incorporation</u>
COVERPOL, INC.	Texas
COVERPOL, INC.	Florida

2. An Agreement and Plan of Merger providing for the merger of COVERPOL, INC., a Texas corporation ("Coverpol Texas") with and into COVERPOL, INC., a Florida corporation ("Coverpol Florida") has been approved and adopted by (i) the sole director and sole shareholder of Coverpol Texas pursuant to and in accordance with Article 5.03 of the Texas Business Corporation Act as set forth in the Unanimous Consent of Sole Shareholder and Sole Director of Coverpol, Inc. [Texas] in Lieu of Special Meeting, a copy of which is attached hereto as Exhibit "B" and incorporated herein by reference; and (ii) by the directors of Coverpol Florida pursuant to and in accordance with Section 607.1101 of the Florida Business Corporation Act as set forth in that certain Unanimous Consent of the Directors of Coverpol, Inc. [Florida] in Lieu of Special Meeting, a copy of which is attached hereto as Exhibit "C" and incorporated herein by reference. A copy of such Agreement and Plan of Merger is attached hereto as Exhibit "A" and incorporated herein by reference.

3. The name of the surviving corporation is COVERPOL, INC.

4. As to each of the undersigned corporation, the approval of whose shareholders is required, the number of shares outstanding and, if the shares of any class or series are entitled to vote as a class, the designation and number of outstanding shares of each such class or series, is as follows:

<u>Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Designation of Class or Series</u>	<u>Number of Shares Entitled to Vote as a Class</u>
COVERPOL, INC., a Texas corporation	25,000	common	N/A

5. As to each of the undersigned corporation, the approval of whose shareholders is required, the number of shares voted for and against the Agreement and Plan of Merger, respectively, and, if the shares of any class or series are entitled to vote as a class, the number of shares of each such class or series voted for and against the Agreement and Plan of Merger, respectively, are as follows:

<u>Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Class or Series</u>	<u>Number of Shares Entitled to Vote as a Class or Series</u>	<u>Voted For</u>	<u>Voted Against</u>
COVERPOL, INC., a Texas corporation	25,000	-0-	common	N/A	N/A	N/A

6. The Agreement and Plan of Merger and the performance of its terms were duly authorized by all action required by the laws under which each foreign corporation that is a party to the Agreement and Plan of Merger was incorporated and by their constituent documents.

7. As to each foreign corporation or other entity that is a party to the Agreement and Plan of Merger, the approval of the Agreement and Plan of Merger was duly authorized by all action required by the laws under which it was incorporated or organized and by its constituent documents.

8. The merger will become effective upon issuance of the Certificate of Merger by the Florida Secretary of State in accordance with Section 607.1101 of the Florida Business Corporation Act.

DATED: May 31, 1995


COVERPOL, INC., a Texas corporation

By:


Alfredo Schiavo, President

COVERPOL, INC., a Florida corporation

By:


Alfredo Schiavo, President

88/15/1995 09:37 3853797818

ALLEN & GALEGO

PAGE 04

EXHIBIT "A"
AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (the "Plan"), dated the 31st day of May, 1995, to be effective as of the date of issuance of the Certificate of Merger by the Secretary of State of Florida, among COVERPOL, INC., a Texas corporation ("Coverpol Texas"), and COVERPOL, INC., a Florida corporation ("Coverpol Florida") (Coverpol Texas and Coverpol Florida are sometimes herein referred to collectively as the "Constituent Corporations").

RECITALS

A. Coverpol Texas is a corporation duly organized and existing under the laws of the State of Texas, having as of this date authority to issue 100,000 shares of common stock, \$1.00 par value, 25,000 of which shares are issued and outstanding and owned by Celso Holding, Inc., a Delaware corporation ("Celso Holding").

B. Coverpol Florida is a corporation duly organized and existing under the laws of the State of Florida, having as of this date authority to issue Ten Thousand (10,000) shares of common stock, \$1.00 par value, 800 of which shares are issued and outstanding and owned by Celso Holding.

C. The Board of Directors and shareholder of Coverpol Texas deem it advisable that Coverpol Texas merge with and into Coverpol Florida, and said Board has by resolution duly approved and adopted this Plan, and such Plan has been duly approved and adopted by the sole shareholder of Coverpol Texas, all in accordance with the provisions of Article 5.03 of the Texas Business Corporation Act.

D. The Board of Directors of Coverpol Florida deem it advisable that Coverpol Texas merge with and into Coverpol Florida, and said Board has by resolution duly approved and adopted this Plan, all in accordance with the provisions of Section 607.1101 of the Florida Business Corporation Act.

E. It is intended that this Plan be a "plan of reorganization" within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, and the applicable Treasury Regulations thereunder, and shall represent a change in the place of organization of Coverpol Texas.

AGREEMENT

In consideration of the mutual agreements and covenants herein contained, it is agreed that Coverpol Texas shall be merged with and into Coverpol Florida, which shall be the surviving

corporation, and that the terms and conditions of such merger and the mode of carrying it into effect are and shall be as follows:

1. Merger. Except as otherwise herein specifically set forth, the identity, existence, purposes, powers, franchises, rights and immunities of Coverpol Florida shall continue unaffected and unimpaired by the merger. The separate existences of Coverpol Texas, except insofar as they may be continued by statute, shall cease upon the effective date of this merger, and thereupon Coverpol Florida and Coverpol Texas shall become and be a single corporation, the name of which shall continue to be COVERPOL, INC. (which is sometimes hereinafter referred to as the "Surviving Corporation").

2. Effective Time and Date. The date and time upon which this merger shall become effective shall be the date and time upon which the Certificate of Merger is issued by the Secretary of State of Texas and the Secretary of State of Florida in accordance with the Texas Business Corporation Act and the Florida Business Corporation Act, respectively (the "Effective Time").

3. Corporate Documents. Except as hereinafter provided, the Articles of Incorporation of Coverpol Florida as in effect at the Effective Time shall be and remain the Articles of Incorporation under which the business of the Surviving Corporation shall be conducted, subject to amendment from time to time in the manner now or hereafter prescribed by law. The Bylaws of Coverpol Florida as in effect on the effective date of the merger shall be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed as provided therein, or as provided in the Articles of Incorporation of the Surviving Corporation or otherwise as provided by law.

4. Officers, Directors and Registered Agent. The officers and directors of Coverpol Florida on the effective date of the merger shall continue to be the officers and directors of the Surviving Corporation and shall continue to hold office until their respective successors shall be elected and qualified. The registered office and registered agent of the Surviving Corporation shall be the present registered office and agent of Coverpol Florida.

5. Conversion of Shares. The manner of converting the shares of common stock of Coverpol Texas into shares of common stock of Coverpol Florida shall be as follows:

(a) On the effective date of the merger, each issued and outstanding share of the capital stock of Coverpol Texas shall be converted into and become 32/1,000ths of a share of fully paid and nonassessable common stock, \$1.00 par value, of Coverpol Florida, and thereafter each holder of common stock of Coverpol Texas, upon surrender to Coverpol Florida for cancellation of one or more certificates which prior to the effective date of the merger represented such shares, shall be

entitled to receive one or more certificates representing the number of shares of common stock of Coverpol Florida to which such holder is entitled; and

(b) Until surrendered as provided in Section 5(a) above, each outstanding certificate which prior to the effective date of the merger represented full shares of common stock of Coverpol Texas shall be deemed for all corporate purposes (other than the payment of dividends) to evidence ownership of the number of full shares of the Surviving Corporation to which the same shall have been deemed converted as provided in Section 5(a) above. Unless and until any such certificate or certificates theretofore issued by Coverpol Texas shall be so surrendered, no dividend payable to the holders of record of such shares of stock of the Surviving Corporation as of any date subsequent to the effective date of the merger shall be paid to the holders of such old certificate or certificates by virtue of their ownership thereof, but upon surrender of any such old certificates or certificates and issuance by Coverpol Florida of new certificates as provided above, there shall then be paid to the record holder of the new certificate or certificates the amount of dividends unpaid thereon, without interest, which theretofore had become payable with respect to shares of the Surviving Corporation.

6. Effect of Merger. Upon the effective time of the merger:

(a) The Surviving Corporation shall possess all of the rights, privileges, powers and franchises, of both a public and private nature, and shall be subject to all restrictions, disabilities, obligations and duties, of each of the Constituent Corporations, except as otherwise provided by law;

(b) The Surviving Corporation shall be vested with all the property, real, personal or mixed, and all debts due to the Constituent Corporations on whatever account, as well as all other claims belonging to the Constituent Corporations; and

(c) All property, rights, privileges, powers and franchises of the Constituent Corporations shall be thereafter as effectually the property of the Surviving Corporation as they were the Constituent Corporations, but all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the effective date of the merger; and all debts, liabilities, obligations and duties of the Constituent Corporations shall henceforth attach to, and are hereby assumed by, the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities, obligations and duties had been incurred or contracted by it.

7. Delivery of Deeds and Instruments. From time to time as and when requested by the Surviving Corporation, or by its successors or assigns, each of the Constituent Corporations shall execute and deliver, or cause to be executed and delivered, all deeds and other instruments and shall take, or cause to be taken, all such other and further actions as the Surviving Corporation may deem necessary and desirable in order more fully to vest in and confirm to the Surviving Corporation title to and possession of all the property, rights, privileges, powers and franchises referred to in the preceding Article hereof and otherwise to carry out the intent and purposes of this Plan. For the convenience of the parties hereto and to facilitate the filing and recording of this Plan, any number of counterparts hereof may be executed and each such executed counterpart shall be deemed to be an original instrument.

8. Capital and Surplus. As set forth in Section 3 above, the authorized capital of the Surviving Corporation shall be Ten Thousand (10,000) shares of common stock, \$1.00 par value. The surplus appearing on the books of each of the Constituent Corporations, whatever its nature or origin, to the extent to which it is not capitalized by the issuance of the shares of the Surviving Corporation or otherwise under this Plan, shall be entered as surplus on the books of the Surviving Corporation, and all such surplus shall thereafter be dealt with as surplus available for dividends and for other purposes.

9. Plan of Reorganization. It is intended that this Plan be a "plan of reorganization" within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, and the applicable Treasury Regulations thereunder, and shall represent a change in the place of organization of Coverpol Texas, and this Plan is to be construed in accordance with this intent and all action taken by the parties desirable to carry out this intent.

10. Prohibited Actions of Constituent Corporations. Between the date hereof and the effective date of the merger, neither of the Constituent Corporations will, except with the prior consent of the other, engage in any activity or transaction other than in the ordinary course of business, issue or sell any stock, bonds or other corporate securities or declare or pay any dividend or make any other distribution of assets to its shareholders.

11. Expenses of Merger. Each Constituent Corporation shall pay its own expenses of carrying this Plan into effect and of accomplishing the merger.

EXECUTED the day and year first written above.

COVERPOL, INC., a Texas corporation

By: AS
Alfredo Schiavo, President

COVERPOL, INC., a Florida corporation

By: AS
Alfredo Schiavo, President

08/15/1995 14:45

3053797018

ALLEN & GALEGO

PAGE 03

EXHIBIT "B"

COVERPOL TEXAS SHAREHOLDER/DIRECTOR RESOLUTIONS

coverpol.net

B - 1

R-96%

3053797018

08-15-95 03:43PM P003 #30

**UNANIMOUS CONSENT OF SOLE SHAREHOLDER
AND SOLE DIRECTOR
OF
COVERPOL, INC.
IN LIEU OF SPECIAL MEETING**

Pursuant to Article 9.10 of the Texas Business Corporation Act, the undersigned, being the sole shareholder and sole director of COVERPOL, INC., a Texas corporation (the "Corporation"), do hereby adopt and consent to the following resolutions:

RESOLVED, that the sole director and sole shareholder of the Corporation approve and adopt an Agreement and Plan of Merger among the Corporation and COVERPOL, INC., a Florida corporation ("COVERPOL FLORIDA"), in the form attached hereto as Exhibit A, whereby the Corporation will be merged with and into COVERPOL FLORIDA, and the common stock, \$1.00 par value, of the Corporation will be converted into common stock, \$1.00 par value of COVERPOL FLORIDA, the surviving corporation, at the rate of one (1) share of the Corporation for every thirty one and one-quarter (31.25) shares of COVERPOL FLORIDA, as of the effective date of the merger, and that such Agreement and Plan of Merger is hereby adopted by the sole director as a "Plan of Reorganization" within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, and the applicable Treasury Regulations thereunder;

FURTHER RESOLVED, that the President of the Corporation be and is hereby authorized and directed to execute and deliver, for and on behalf of the Corporation, such Agreement and Plan of Merger substantially in the form of Exhibit A attached hereto, with such changes as the President may approve, such approval to be conclusively evidenced by the execution thereof;

FURTHER RESOLVED, that the President of the Corporation be and is hereby authorized and directed to execute, for and on behalf of the Corporation, Articles of Merger setting forth the details of the Agreement and Plan of Merger, and shall file, or cause to be filed, such Articles of Merger with the offices of the Secretary of State of Texas and Florida; provided, however, that at any time prior to the filing of the Articles of Merger, this merger may be abandoned by resolution of the sole director of the Corporation; and


FURTHER RESOLVED, that the officers of the Corporation be and are hereby authorized to execute all such further documents and instruments and take all such further action as may be necessary in order to consummate and carry out the terms of the foregoing resolutions and of the Agreement and Plan of Merger.

LAS000C.BE1

DATED to be effective as of May 31, 1995

CELSO HOLDING, INC., a Delaware
corporation

By:


Alfredo Schiavo President

BEING THE SOLE SHAREHOLDER


Alfredo Schiavo

BEING THE SOLE DIRECTOR

08/15/1995 09:37 3053797018

ALLEN & GALEGO

PAGE 12

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (the "Plan"), dated the 3/31 day of May, 1995, to be effective as of the date of issuance of the Certificate of Merger by the Secretary of State of Florida, among COVERPOL, INC., a Texas corporation ("Coverpol Texas"), and COVERPOL, INC., a Florida corporation ("Coverpol Florida") (Coverpol Texas and Coverpol Florida are sometimes herein referred to collectively as the "Constituent Corporations").

RECITALS

A. Coverpol Texas is a corporation duly organized and existing under the laws of the State of Texas, having as of this date authority to issue 100,000 shares of common stock, \$1.00 par value, 25,000 of which shares are issued and outstanding and owned by Celso Holding, Inc., a Delaware corporation ("Celso Holding").

B. Coverpol Florida is a corporation duly organized and existing under the laws of the State of Florida, having as of this date authority to issue Ten Thousand (10,000) shares of common stock, \$1.00 par value, 800 of which shares are issued and outstanding and owned by Celso Holding.

C. The Board of Directors and shareholder of Coverpol Texas deem it advisable that Coverpol Texas merge with and into Coverpol Florida, and said Board has by resolution duly approved and adopted this Plan, and such Plan has been duly approved and adopted by the sole shareholder of Coverpol Texas, all in accordance with the provisions of Article 5.03 of the Texas Business Corporation Act.

D. The Board of Directors of Coverpol Florida deem it advisable that Coverpol Texas merge with and into Coverpol Florida, and said Board has by resolution duly approved and adopted this Plan, all in accordance with the provisions of Section 607.1101 of the Florida Business Corporation Act.

E. It is intended that this Plan be a "plan of reorganization" within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, and the applicable Treasury Regulations thereunder, and shall represent a change in the place of organization of Coverpol Texas.

AGREEMENT

In consideration of the mutual agreements and covenants herein contained, it is agreed that Coverpol Texas shall be merged with and into Coverpol Florida, which shall be the surviving

corporation, and that the terms and conditions of such merger and the mode of carrying it into effect are and shall be as follows:

1. Merger. Except as otherwise herein specifically set forth, the identity, existence, purposes, powers, franchises, rights and immunities of Coverpol Florida shall continue unaffected and unimpaired by the merger. The separate existences of Coverpol Texas, except insofar as they may be continued by statute, shall cease upon the effective date of this merger, and thereupon Coverpol Florida and Coverpol Texas shall become and be a single corporation, the name of which shall continue to be COVERPOL, INC. (which is sometimes hereinafter referred to as the "Surviving Corporation").

2. Effective Time and Date. The date and time upon which this merger shall become effective shall be the date and time upon which the Certificate of Merger is issued by the Secretary of State of Texas and the Secretary of State of Florida in accordance with the Texas Business Corporation Act and the Florida Business Corporation Act, respectively (the "Effective Time").

3. Corporate Documents. Except as hereinafter provided, the Articles of Incorporation of Coverpol Florida as in effect at the Effective Time shall be and remain the Articles of Incorporation under which the business of the Surviving Corporation shall be conducted, subject to amendment from time to time in the manner now or hereafter prescribed by law. The Bylaws of Coverpol Florida as in effect on the effective date of the merger shall be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed as provided therein, or as provided in the Articles of Incorporation of the Surviving Corporation or otherwise as provided by law.

4. Officers, Directors and Registered Agent. The officers and directors of Coverpol Florida on the effective date of the merger shall continue to be the officers and directors of the Surviving Corporation and shall continue to hold office until their respective successors shall be elected and qualified. The registered office and registered agent of the Surviving Corporation shall be the present registered office and agent of Coverpol Florida.

5. Conversion of Shares. The manner of converting the shares of common stock of Coverpol Texas into shares of common stock of Coverpol Florida shall be as follows:

(a) On the effective date of the merger, each issued and outstanding share of the capital stock of Coverpol Texas shall be converted into and become 32/1,000ths of a share of fully paid and nonassessable common stock, \$1.00 par value, of Coverpol Florida, and thereafter each holder of common stock of Coverpol Texas, upon surrender to Coverpol Florida for cancellation of one or more certificates which prior to the effective date of the merger represented such shares, shall be

entitled to receive one or more certificates representing the number of shares of common stock of Coverpol Florida to which such holder is entitled; and

(b) Until surrendered as provided in Section 5(a) above, each outstanding certificate which prior to the effective date of the merger represented full shares of common stock of Coverpol Texas shall be deemed for all corporate purposes (other than the payment of dividends) to evidence ownership of the number of full shares of the Surviving Corporation to which the same shall have been deemed converted as provided in Section 5(a) above. Unless and until any such certificate or certificates theretofore issued by Coverpol Texas shall be so surrendered, no dividend payable to the holders of record of such shares of stock of the Surviving Corporation as of any date subsequent to the effective date of the merger shall be paid to the holders of such old certificate or certificates by virtue of their ownership thereof, but upon surrender of any such old certificates or certificates and issuance by Coverpol Florida of new certificates as provided above, there shall then be paid to the record holder of the new certificate or certificates the amount of dividends unpaid thereon, without interest, which theretofore had become payable with respect to shares of the Surviving Corporation.

6. Effect of Merger. Upon the effective time of the merger:

(a) The Surviving Corporation shall possess all of the rights, privileges, powers and franchises, of both a public and private nature, and shall be subject to all restrictions, disabilities, obligations and duties, of each of the Constituent Corporations, except as otherwise provided by law;

(b) The Surviving Corporation shall be vested with all the property, real, personal or mixed, and all debts due to the Constituent Corporations on whatever account, as well as all other claims belonging to the Constituent Corporations; and

(c) All property, rights, privileges, powers and franchises of the Constituent Corporations shall be thereafter as effectually the property of the Surviving Corporation as they were the Constituent Corporations, but all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the effective date of the merger; and all debts, liabilities, obligations and duties of the Constituent Corporations shall henceforth attach to, and are hereby assumed by, the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities, obligations and duties had been incurred or contracted by it.

7. Delivery of Deeds and Instruments. From time to time as and when requested by the Surviving Corporation, or by its successors or assigns, each of the Constituent Corporations shall execute and deliver, or cause to be executed and delivered, all deeds and other instruments and shall take, or cause to be taken, all such other and further actions as the Surviving Corporation may deem necessary and desirable in order more fully to vest in and confirm to the Surviving Corporation title to and possession of all the property, rights, privileges, powers and franchises referred to in the preceding Article hereof and otherwise to carry out the intent and purposes of this Plan. For the convenience of the parties hereto and to facilitate the filing and recording of this Plan, any number of counterparts hereof may be executed and each such executed counterpart shall be deemed to be an original instrument.

8. Capital and Surplus. As set forth in Section 3 above, the authorized capital of the Surviving Corporation shall be Ten Thousand (10,000) shares of common stock, \$1.00 par value. The surplus appearing on the books of each of the Constituent Corporations, whatever its nature or origin, to the extent to which it is not capitalized by the issuance of the shares of the Surviving Corporation or otherwise under this Plan, shall be entered as surplus on the books of the Surviving Corporation, and all such surplus shall thereafter be dealt with as surplus available for dividends and for other purposes.

9. Plan of Reorganization. It is intended that this Plan be a "plan of reorganization" within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, and the applicable Treasury Regulations thereunder, and shall represent a change in the place of organization of Coverpol Texas, and this Plan is to be construed in accordance with this intent and all action taken by the parties desirable to carry out this intent.

10. Prohibited Actions of Constituent Corporations. Between the date hereof and the effective date of the merger, neither of the Constituent Corporations will, except with the prior consent of the other, engage in any activity or transaction other than in the ordinary course of business, issue or sell any stock, bonds or other corporate securities or declare or pay any dividend or make any other distribution of assets to its shareholders.

11. Expenses of Merger. Each Constituent Corporation shall pay its own expenses of carrying this Plan into effect and of accomplishing the merger.

~~EXECUTED~~ the day and year first written above.

COVERPOL, INC., a Texas corporation

By: Alfredo Schiavo, President

COVERPOL, INC., a Florida corporation

By: Alfredo Schiavo, President

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EXHIBIT "C"

COVERPOL FLORIDA DIRECTOR RESOLUTIONS

**UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF
COVERPOL, INC.
IN LIEU OF A SPECIAL MEETING**

Pursuant to Florida Statutes Sections 607.0821 of the Corporation, and after a consent action of the shareholders of the Corporation of same date, the undersigned, being all of the directors of COVERPOL, INC. a Florida corporation ("the Corporation"), hereby take the following action by written consent in lieu of holding a special meeting:

RESOLVED, that the directors approve and adopt an Agreement and Plan of Merger among Coverpol, Inc., a Texas corporation ("Coverpol-Texas"), and the Corporation in the form attached hereto as Exhibit "A," whereby Coverpol-Texas will be merged with and into the Corporation, and the common stock, \$1.00 par value, of Coverpol-Texas will be converted into common stock, \$1.00 par value of the Corporation, the surviving corporation, at the rate of one (1) share of the Corporation for every thirty one and one-quarter (31.25) shares of Coverpol-Texas, as of the effective date of the merger, and that such Agreement and Plan of Merger is hereby adopted by the sole director as a "Plan of Reorganization" within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, and the applicable Treasury Regulations thereunder;

FURTHER RESOLVED, that the President of the Corporation be and is hereby authorized and directed to execute and deliver, for and on behalf of the Corporation, such Agreement and Plan of Merger substantially in the form of Exhibit "A" attached hereto, with such changes as the President may approve to be conclusively evidenced by the execution thereof;


FURTHER RESOLVED, that the President of the Corporation be and is hereby authorized and directed to execute, for and on behalf of the Corporation, Articles of Merger setting forth the details of the Agreement and Plan of Merger, and shall file, or cause to be filed, such Articles of Merger with the offices of the Secretary of State of Texas and Florida; provided, however, that at any time prior to the filing of the Articles of Merger, this merge may be abandoned by resolution of the sole director of the Corporation; and

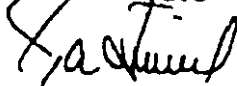
FURTHER RESOLVED, that the officers of the Corporation be and are hereby authorized to execute all such further documents and instruments and take all such

5 further action as may be necessary in order to consummate and carry out the terms of the foregoing resolutions and of the Agreement and Plan of Merger.

Dated to be effective as of May 31, 1995.

DIRECTORS' SIGNATURES:



Alfredo Schiavo


Patrick Walker

WRITTEN CONSENT OF THE SHAREHOLDERS OF
COVERPOL, INC.
IN LIEU OF A SPECIAL MEETING

Pursuant to Florida Statutes Section 607.0704, the undersigned, being the shareholders of COVERPOL, INC., a Florida corporation ("the Corporation"), hereby take the following action by written consent in lieu of holding a special meeting:

RESOLVED, as recommended by the board of directors, the shareholders hereby approve and adopt an Agreement and Plan of Merger among Coverpol, Inc., a Texas corporation ("Coverpol"), and the Corporation in the form attached hereto as Exhibit "A," whereby Coverpol will be merged with and into the Corporation, and the common stock, \$1.00 par value, of Coverpol will be converted into common stock, \$1.00 par value of the Corporation, the surviving corporation, at the rate of one (1) share of the Corporation for each one and one-quarter (1.25) share of Coverpol, as of the effective date of the merger, and that such Agreement and Plan of Merger is hereby adopted by the sole director as a "Plan of Reorganization" within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, and the applicable Treasury Regulations thereunder;

FURTHER RESOLVED, that the directors of the Corporation are hereby authorized to do any and all acts reasonably necessary to consummate and carry out the terms of the foregoing resolutions and of the Agreement and Plan of Merger.

Dated to be effective as of May 31, 1995.

SHAREHOLDERS' SIGNATURES:

Celso Holding, Inc., a
Delaware corporation

By: 

Alfredo Schiavo, President


Patrick Walker



The State of Texas

SECRETARY OF STATE CERTIFICATE OF MERGER

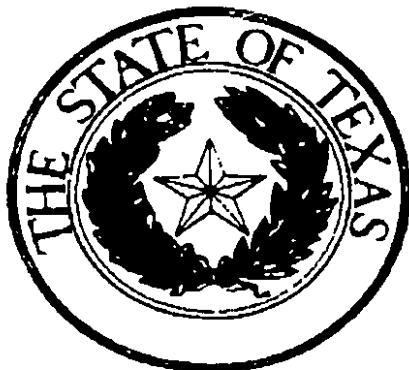
The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Merger of

COVERPOL, INC.
a Texas corporation
with
COVERPOL, INC.
a Florida no permit corporation

have been received in this office and are found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Merger.

Dated July 25, 1995.

Effective July 25, 1995 :



1087.

Antonio O. Garza, Jr.
Secretary of State