

95000059392

Broward and Cassell
(Requestor's Name)
500 E. Broward Blvd, Ste 1130
(Address)
Broward Financial Center
(City, State, Zip) (Phone #)
Ft. Lauderdale, FL 33394

OFFICE USE ONLY

95 AUG -2 AM 8:30

FILED
SECRETARY OF STATE
CORPORATIONS

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

1. Pennair, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

500001545595
-07/25/95--01080--016
****490.00 ****122.50

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

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

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

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

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

dd 8/1/95

Examiner's Initials

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 AUG -2 AM 8:30

ARTICLES OF INCORPORATION
OF
PENAIR, INC.

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be PENAIR, INC.

ARTICLE II

NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$0.01 par value.

ARTICLE IV

TERM OF EXISTENCE

The corporation shall exist in perpetuity.

ARTICLE V

INITIAL PRINCIPAL OFFICE

The initial street address of the principal office of this corporation in the State of Florida shall be 150 Clarke Avenue, Palm Beach, Florida 33480.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The Initial Registered Agent and Office of this corporation shall be:

Steve L. Waserstein, Esq.
BROAD AND CASSEL
500 East Broward Boulevard
Suite 1130
Fort Lauderdale, FL 33394

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Steve L. Waserstein
BROAD AND CASSEL
500 East Broward Boulevard
Suite 1130
Fort Lauderdale, FL 33394

ARTICLE VIII

AMENDMENT

The Board of Directors may amend any part of the Articles of Incorporation, without shareholder action, including but not limited to the amendments permitted under §607.1002 of the Florida Business Corporation Act.

ARTICLE IX

SPECIAL ELECTION

The corporation expressly elects not to be governed by either §607.0901 or §607.0902 of the Florida Business Corporation Act, as each may be amended from time to time, relating to affiliated transactions and control share acquisitions.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 24th day of July, 1995.


STEVE L. WASERSTEIN, INCORPORATOR

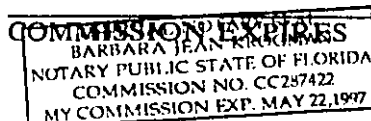
STATE OF FLORIDA

COUNTY OF Broward

The foregoing instrument was acknowledged before me this 24th day of July, 1995, by STEVE L. WASERSTEIN, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.


SIGNATURE OF NOTARY

Barbara Jean Kirkman
PRINTED NAME OF NOTARY



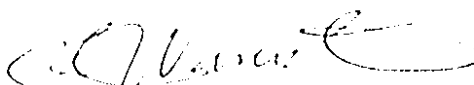
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE** 95 AUG -2 AM 8:30

Pursuant to the provisions of Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is: PENAIR, INC.
2. The name and address of the registered agent and office is:

Steve L. Waserstein, Esq.
Broad and Cassel
500 East Broward Boulevard
Suite 1130
Fort Lauderdale, Florida 33394

By: 
STEVE L. WASERSTEIN, ESQ., INCORPORATOR

Dated this 24th day of July, 1995.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.


STEVE L. WASERSTEIN, ESQ.

Dated this 24th day of July, 1995

P95000059392

BROAD and CASSEL
ATTORNEYS AT LAW

SUITE 1120
INNOVATION FINANCIAL CENTER
400 EAST INNOVATION BOULEVARD
FORT LAUDERDALE, FL 33304
(954) 764-7000
FAX (954) 764-0404
TELE COPY (954) 761-8135

November 29, 1995

Filo No. 17724.0001

VIA FEDERAL EXPRESS OVERNIGHT MAIL

Secretary of State Office
Commercial Recording Division
30 Trinity Street
Hartford, CT 06106

10000165.03 11
-11/30/95--01074--012
****105.25 ****105.25

Re: Articles of Merger and Certificate of Merger
Penair, Inc., a Connecticut corporation
(Disappearing Corporation) and
Penair, Inc., a Florida corporation
(Surviving Corporation)

10000165.03 11
-11/30/95--01074--012
****20.00 ****20.00

Dear Sir/Madam:

I am enclosing two (2) executed copies of the Articles of Merger and Certificate of Merger ("Certificate of Merger") with exhibits for the above-referenced and a check made payable to the Secretary of State in the amount of One Hundred and Five Dollars (\$105.00) in payment of:

- | | | |
|----|--------------------------------|---------------------------|
| 1. | The filing fee for | \$ 60.00 |
| | the Certificate of Merger | (\$30.00 per corporation) |
| 2. | One (1) certified copy | |
| | of the Certificate of Merger | 25.00 |
| 3. | A Certificate of Good Standing | <u>20.00</u> |
| | | <u>\$105.25</u> |

After filing please send us the certified copy of the Certificate of Merger and Certificate of Good Standing in the enclosed addressed stamped return envelope.

FILED
NOV 30 1995
CLERK OF COURT
CLERK OF COURT
CLERK OF COURT

Merger
H.T.

7777 Glades Road
Boca Raton, Florida 33434
(407) 483-7000
Telex-copy (407) 483-7321

Miami Center
201 South Biscayne Blvd.
Miami, Florida 33131
(305) 373-9400
Telecopy (305) 373-9443

First Florida Bank Tower
215 South Monroe Street
Tallahassee, Florida 32301
(904) 681-6910
Telecopy (904) 681-9792

100 North Tampa
Suite 3500
Tampa, FL 33602
(813) 225-3020
Telecopy (813) 225-3039

The Reflections Office Centre
400 Australian Avenue South
West Palm Beach, Florida 33401
(407) 832-3300
Telecopy (407) 855-1100

390 North Orange Avenue
Orlando, Florida 32801
(407) 839-4200
Telecopy (407) 425-8377

900 East Ocean Blvd
Suite 126
Sunnyvale, Florida 34504
(407) 283-3000
Telecopy (407) 283-9522

P95000059392

ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

PENAIR, INC., a Connecticut corporation (not qualified to transact business in
Florida)

INTO

PENAIR, INC., a Florida corporation, P95000059392

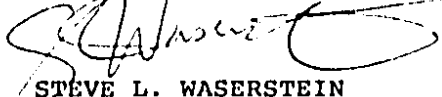
File date: December 15, 1995

Corporate Specialist: Louise Flemming-Jackson

Secretary of State
November 29, 1995
Page 2

Thank you for your attention to this matter.

Sincerely yours,



STEVE L. WASERSTEIN
For the Firm

SLW/jp

Enc.

cc: Scott C. Newquist
Philip F. Strassler, C.P.A. (with enclosures)

BROAD and CASSEL



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
DEC 13 1995 9:48
FLORIDA

December 6, 1995

Steve L. Wasserstein, Esquire
% Broad and Cassel
500 E. Broward Blvd., Suite 1130
Ft. Lauderdale, FL 33394

SUBJECT: PENAIR, INC.
Ref. Number: P95000059392

We have received your document for PENAIR, INC. and your check(s) totaling \$105.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please provide this office with articles and plan of merger along with original signatures. There is a balance due of \$26.00.

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) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 795A00052967

BROAD and CASSEL
ATTORNEYS AT LAW

SUITE 1130
BROWARD FINANCIAL CENTRE
300 EAST BROWARD BOULEVARD
FORT LAUDERDALE, FL 33304
(954) 764-7000
FAX (305) 945-0404
TELE COPY (954) 761-8135

December 14, 1995

File No. 17724.0001

VIA FEDERAL EXPRESS OVERNIGHT MAIL

Secretary of State
Division of Corporation
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Merger and Certificate of Merger
Penair, Inc., a Connecticut corporation
(Disappearing Corporation) and
Penair, Inc., a Florida corporation
(Surviving Corporation)

Dear Sir/Madam:

I am resubmitting an original and one (1) copy of the Articles of Merger and Certificate of Merger ("Articles of Merger") with exhibits for the above-referenced and a check made payable to the Secretary of State in the amount of twenty-six dollars and twenty-five cents (\$26.25). We have a credit with the Secretary of State in the amount of \$105.25 as described in the enclosed letter. The total amount paid \$131.50 is in payment for:

1.	The filing fee for the Articles of Merger	\$ 70.00 (\$35.00 per corporation)
2.	One (1) certified copy of the Articles of Merger	52.50
3.	A Certificate of Status	<u>8.75</u>
	Total	<u>\$131.25</u>

After filing please send us a certified copy of the Articles of Merger and Certificate of Status in the enclosed addressed stamped return envelope.

7777 Glades Road
Boca Raton, Florida 33434
(407) 463-7000
Telecopy (407) 463-7321

First Florida Bank Tower
215 South Monroe Street
Tallahassee, Florida 32301
(904) 681-6810
Telecopy (904) 681-9792

300 North Orange Avenue
Orlando, Florida 32801
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201 South Biscayne Blvd
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(305) 373-9400
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400 Australian Avenue South
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900 East Ocean Blvd.
Suite 120
Stuart, Florida 34994
(407) 283-3000
Telecopy (407) 283-9022

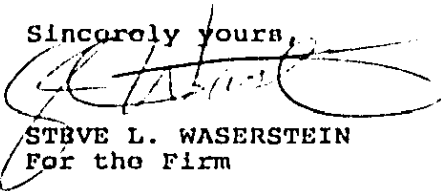
FILED
DEC 15 1995
9:48
TALLAHASSEE, FLORIDA

RECEIVED
95 DEC 15 1995
DIVISION OF CORPORATIONS

Secretary of State
December 14, 1995
Page 2

Thank you for your attention to this matter.

Sincerely yours,

A handwritten signature in dark ink, appearing to read "Steve L. Wasserstein", is written over the typed name.

STEVE L. WASERSTEIN
For the Firm

SLW/jp

Enc.

cc: Scott C. Newquist (without enclosures)

BROAD and CASSEL

ARTICLES OF MERGER AND CERTIFICATE OF MERGER

OF

PENAIR, INC.
a Florida corporation

and

PENAIR, INC.
a Connecticut corporation

FILED
1995 DEC 15 11:54
CLERK OF SUPERIOR COURT
HARTFORD, CONNECTICUT

Pursuant to the provisions of the Florida Business Corporation Act and the Connecticut Stock Corporation Act governing the merger of a Connecticut corporation with and into a Florida corporation, the undersigned corporations adopt the following articles of merger and certificate of merger:

1. The names of the merging corporations are Penair, Inc., a business corporation organized under the laws of the State of Connecticut, and the existence of which will cease ("Disappearing Corporation"), and Penair, Inc., a business corporation organized under the laws of the State of Florida, and which shall be the surviving corporation ("Surviving Corporation").

2. The Agreement of Merger and Plan of Reorganization for merging the Disappearing Corporation with and into the Surviving Corporation is attached hereto as Exhibit "A."

3. The merger shall be effective on the date these Articles of Merger are filed by the Secretary of the State.

4. This merger and the Agreement of Merger and Plan of Reorganization was approved and adopted by all the Board of Directors and Shareholders of both the Disappearing Corporation and the Surviving Corporation by written consents dated the 18th day of October, 1995. The vote by the Board of Directors and Shareholders of both corporations was sufficient for approval under the laws of the State of Connecticut and the State of Florida.

5. The Surviving Corporation will continue its existence as the surviving corporation under the name "Penair, Inc." pursuant to the laws of the State of Florida.

DATED the 18th day of October, 1995.

PENAIR, INC., a Florida corporation

By: ✓ Scott Newquist
Name: SCOTT C. NEWQUIST
Title: PRESIDENT

PENAIR, INC., a Connecticut corporation

By: ✓ Scott Newquist
Name: SCOTT C. NEWQUIST
Title: PRESIDENT

FILED
FEB 15 1995 9:48
TALLAHASSEE, FLORIDA

AGREEMENT OF MERGER AND PLAN OF REORGANIZATION

This Agreement of Merger and Plan of Reorganization ("Agreement") is entered into this 18th day of October, 1995, by and between Penair, Inc., a Florida corporation ("Surviving Corporation"), and Penair, Inc., a Connecticut corporation ("Disappearing Corporation").

W H E R E A S

1. The Board of Directors of Surviving Corporation and Disappearing Corporation have resolved that Disappearing Corporation shall be merged pursuant to the General Corporation Law of the State of Connecticut and the Florida Business Corporation Act into Surviving Corporation in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended;

2. The authorized capital stock of Disappearing Corporation consists of 5,000 shares of Common Stock with a par value of \$1.00 per share (hereinafter called "Old Stock"), of which 1000 shares are issued and outstanding;

3. The authorized capital stock of Surviving Corporation consists of 100 shares of Common Stock with a par value of \$.01 per share (hereinafter called "New Stock"), of which 100 shares are issued and outstanding; and

4. The Board of Directors and Shareholders of Surviving Corporation and Disappearing Corporation have approved the merger upon the terms and conditions hereinafter set forth and in this Agreement.

NOW, THEREFORE, in consideration of the mutual agreements, provisions, and covenants contained herein, the parties hereto hereby agree in accordance with the General Corporation Law of the State of Connecticut and the Florida Business Corporation Act that Surviving Corporation and Disappearing Corporation shall be, at the Effective Date (defined herein), merged (hereinafter called "Merger") into a single corporation existing under the laws of the State of Florida, to wit: PENAIR, INC., which shall be the surviving corporation, and the parties hereto adopt and agree to the following agreements, terms and conditions relating to the Merger and the mode of carrying the same into effect.

1. Stockholder's Meetings; Filings; Effects of Merger

1.1. Approval. This Agreement has previously been submitted to and approved by the Board of Directors and Shareholders of

A

[Signature]

Surviving Corporation and Disappearing Corporation. Subsequent to the execution of this Agreement by the appropriate officers of Disappearing Corporation and Surviving Corporation, the proper officers of each corporation shall, and are hereby authorized and directed to cause to be executed and filed such documents prescribed by the laws of the State of Florida and State of Connecticut, and perform all such further acts as the same may be necessary or proper to render effective the merger contemplated by this Agreement.

1.2. Filing of Certificate of Merger; Effective Date. Since this Agreement was adopted by the shareholders of Surviving Corporation and Disappearing Corporation and has not theretofore been terminated or abandoned as permitted herein, a Certificate of Merger and Articles of Merger shall be filed and recorded in accordance with the General Corporation Law of the State of Connecticut and the Florida Business Corporation Act, respectively. The date of filing the Articles of Merger by the Florida Secretary of State shall be referred to as the "Effective Date."

1.3. Certain Effects of Merger. On the Effective Date, the separate existence of Penair, Inc., a Connecticut corporation, shall cease, and it shall be merged into Penair, Inc., a Florida corporation, the surviving corporation. On and after the Effective Date: (1) Surviving Corporation shall be vested without reversion or impairment, title to all real estate and other property, or any interest therein owned by each party to this Merger; (2) Surviving Corporation shall be responsible and liable for all liabilities and obligations of each party to the Merger; (3) any claim existing or action or proceeding pending by or against any party to this Merger may be continued as if the merger did not occur or the Surviving Corporation may be substituted in the proceeding for Disappearing Corporation; and (4) neither the rights of creditors or any liens upon the property of any party to this Merger shall be impaired by such merger.

1.4. Directors and Officers. The directors and officers of Surviving Corporation on the Effective Date of the merger shall continue to be the Directors and officers of Surviving Corporation after the Effective Date, all of whom shall hold their directorships and offices until the election, and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws, as amended, of Surviving Corporation.

2. Name of Surviving Corporation; Certificate of Incorporation; Bylaws

2.1. Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be Penair, Inc., unless changed as provided by law.

2.2. Certificate of Incorporation. The Certificate of Incorporation of Surviving Corporation as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Certificate of Incorporation of the Surviving Corporation until changed or amended as provided by law.

2.3. Bylaws. The Bylaws of Surviving Corporation as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the Bylaws of the Surviving Corporation until amended as provided therein.

3. Status and Conversion of Securities

The manner and basis of converting the shares of the capital stock of Disappearing Corporation and the nature and amount of common stock of Surviving Corporation which the holders of shares of Disappearing Corporation Common Stock are to receive in exchange for such shares are as follows:

3.1. Disappearing Corporation Common Stock. Each one share of Disappearing Corporation Common Stock which was issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one-tenth of one fully paid share of Surviving Corporation Common Stock, and outstanding certificates representing shares of Disappearing Corporation Common Stock shall thereafter represent shares of Surviving Corporation Common Stock. Such certificates may, but need not be, exchanged by the holders thereof after the Merger becomes effective for new certificates bearing the name of the Surviving Corporation for the appropriate number of shares.

3.2. Surviving Common Stock Held by Disappearing Corporation. All issued and outstanding shares of Surviving Corporation Common Stock held by shareholders of Disappearing Corporation immediately before the Effective Date shall, by virtue of the merger and at the Effective Date, cease to exist and certificates representing such shares shall be cancelled.

4. Miscellaneous

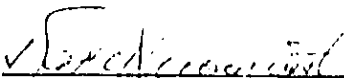
4.1. This Agreement may be terminated any time before the effective date by either corporation.

4.2. For the convenience of the parties hereto and to facilitate the filing of this Agreement of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

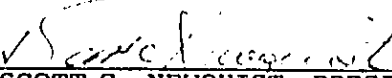
4.3. Effective Date of Merger. The effective date of the Merger shall be the date of filing of the Articles of Merger by the Florida Secretary of State.

IN WITNESS WHEREFORE, this Agreement has ben executed by Penair, Inc., a Florida corporation, and Penair, Inc., a Connecticut corporation, all on the date first above written.

PENAIR, INC., a Florida corporation

By: 
SCOTT C. NEWQUIST, PRESIDENT

PENAIR, INC. a Connecticut corporation

By: 
SCOTT C. NEWQUIST, PRESIDENT

P95000059392

BROAD and CASSEL
ATTORNEYS AT LAW

SUITE 1130
BROWARD FINANCIAL CENTRE
500 EAST BROWARD BOULEVARD
FORT LAUDERDALE, FL 33304
(954) 704-7000
DADE (305) 945-0404
TELECOPY (954) 701-8135

March 25, 1997

File No. 17724.0001

VIA OVERNIGHT MAIL

Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

20000051249321-9
-05125797-01101-005
*****96.25 *****96.25

Re: Articles of Dissolution of Penair, Inc.

Dear Sir/Madam:

I am enclosing an original and one (1) copy of the Articles of Dissolution of Penair, Inc., and a check made payable to the Secretary of State in the amount of ninety-six dollars and twenty-five cents (\$96.25) in payment of:

1. The filing fee for the Articles of Dissolution
2. One (1) certified copy of the Articles of Dissolution
3. A Certificate of Status

\$35.00

FILED
97 MAR 26 1997
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please send us a certified copy of the Articles of Dissolution in the enclosed addressed stamped return envelope.

*C. Boyd Olds
Linda*

7777 Glades Road
Boca Raton, Florida 33434
(407) 463-7000
Telecopy (407) 463-7321

First Florida Bank Tower
215 South Monroe Street
Tallahassee, Florida 32301
(904) 681-6810
Telecopy (904) 681-6792

300 North Orange Avenue
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Telecopy (407) 425-8377

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100 North Tampa
Suite 3500
Tampa, FL 33602
(813) 225-3020
Telecopy (813) 225-3039

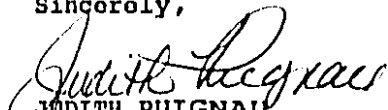
The Reflections Office Centre
400 Australian Avenue South
West Palm Beach, Florida 33401
(407) 832-3300
Telecopy (407) 855-1109

970 East Ocean Blvd.
Suite 120
Stuart, Florida 34904
(407) 283-3000
Telecopy (407) 283-6622

Secretary of State
March 25, 1997
Page 2

If you have any questions, please do not hesitate to contact us.

Sincerely,


JUDITH PUIGNAU
Paralegal

/jp

Encs.

cc: Scott and Aileen Newquist
Alan Sheinwald, C.P.A.
Steve Wasserstein, Esq.

BROAD and CASSEL

ARTICLES OF DISSOLUTION
OF
PENAIR, INC.

FILED
97 MAR 26 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1403 of the Florida Statutes, this Florida corporation submits the following Articles of Dissolution:

ARTICLE I

NAME

The name of this corporation is PENAIR, INC. ("Corporation").

ARTICLE II

DATE OF DISSOLUTION

The dissolution of Corporation was authorized on 3/20/97, 1997.

ARTICLE III

ADOPTION OF DISSOLUTION

The dissolution of Corporation was approved by its shareholders. The number of votes cast for dissolution was sufficient for approval.

ARTICLE IV

EFFECTIVE DATE

The effective date of this dissolution shall be the date these Articles of Dissolution are filed by the Florida Secretary of State.

Dated the 20th day of MARCH, 1997.

Scott C. Newquist
SCOTT C. NEWQUIST, President