

FROM: HOLLAND & KNIGHT

FAX NO.: 4072445288

11-05-02 09:29 P.M.

P95000065478

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MERGER OR SHARE EXCHANGE

ROHWEDDER, INC.

Certificate of Status	0
Certified Copy	0
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Handwritten signature and date:
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5

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

ROHWEDDER SYSTEMS, INC., a Florida corporation, document number
K36415

INTO

ROHWEDDER, INC., a Florida entity, P95000065478.

File date: November 5, 2002 , effective November 30, 2002

Corporate Specialist: Karen Gibson

ARTICLES OF MERGER
BETWEEN ROHWEDDER, INC.
AND ROHWEDDER SYSTEMS, INC.

FILED
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TALLAHASSEE, FLORIDA

Pursuant to Section 607.1104, Florida Statutes (2001), Rohwedder, Inc., a Florida corporation ("Rohwedder") and Rohwedder Systems, Inc., a Florida corporation ("Systems"), adopt the following Articles of Merger (these "Articles") for the purpose of effecting the following merger of Systems into its parent, Rohwedder, which will be the surviving corporation (the "Merger").

EFFECTIVE DATE

11-30-02

ARTICLE I

The Plan of Merger, a copy of which is attached hereto as Exhibit A and which is incorporate herein by this reference, was approved by the Board of Directors of Rohwedder on the same date of these Articles, set forth below.

ARTICLE II

The effective date of the Merger shall be November 30, 2002.

ARTICLE III

Rohwedder is the sole shareholder of Systems. Pursuant to Section 607.1104, Florida Statutes, neither the approval of the shareholders of Rohwedder nor the approval of Systems is required for the Merger.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Merger as of the 4th day of November, 2002.

ROHWEDDER, INC.

By: 

Harry Dobrowolski
Secretary

EXHIBIT A**ROHWEDDER, INC. PLAN OF MERGER**

Pursuant to Section 607.1104, Florida Statutes (2001), the Board of Directors of Rohwedder, Inc. has adopted this Plan of Merger (this "Plan") by resolution as of the 4th day of November, 2002.

1. Pursuant to this Plan, Rohwedder Systems, Inc., a Florida corporation ("Systems") shall merge with and into Rohwedder, Inc., a Florida corporation ("Rohwedder").

2. The surviving corporation shall be Rohwedder, Inc., a Florida corporation.

3. The terms and conditions of the merger effected by this Plan of Merger (the "Merger") are as follows:

(a) On the effective date of the Merger (as set forth below, the "Effective Date"), Systems shall merge into its parent, Rohwedder. The separate existence of Systems shall cease, its issued and outstanding stock shall be cancelled, and Rohwedder shall succeed to all the liabilities, rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of Systems, without the necessity for any separate transfer. Rohwedder shall thereafter be responsible and liable for all obligations of Systems, and neither the rights of the creditors nor any liens on the property of Systems shall be impaired by the merger.

(b) There shall be no changes in the Articles of Incorporation of Rohwedder as a result of this Merger.

4. The manner and basis of converting the shares of each corporation and the rights to acquire shares of each corporation shall be as follows:

(a) Each share of Rohwedder's common stock and each right to acquire shares of Rohwedder's common stock shall be unchanged as a result of this Merger.

(b) Each share of the stock of Systems, and each right to acquire shares of the stock of Systems, that is outstanding immediately prior to the Effective Date shall be surrendered and cancelled as of the Effective Date.

5. The assets of Systems shall be recorded in the accounts of Rohwedder at their book value as of the effective date of the merger. The aggregate stated capital, capital surplus, and earned surplus of Systems and Rohwedder shall be, respectively, the stated capital, capital surplus, and earned surplus of Rohwedder.

6. The "Effective Date" of the Merger shall be November 30, 2002.

7. Shareholders of Systems who, except for the applicability of Section 607.1104, Florida Statutes, would be entitled to vote with respect to the Merger and who dissent from the Merger may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares. Notwithstanding the foregoing, Rohwedder is the sole shareholder of Systems.

I, Harry Dobrowolski, being the duly elected and authorized Secretary of Rohwedder, Inc., do hereby certify that the foregoing Plan of Merger was duly adopted by resolution of the Board of Directors of Rohwedder, Inc. as of the date first above written.

By: 

Harry Dobrowolski
Secretary