

P96000009181

Florida Department of State  
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MERGER OR SHARE EXCHANGE

KENNSINGTON CAPITAL & EQUITY CORPORATION

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*Merger w/ NAME CHANGE*

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

GEOTEC THERMAL GENERATORS INC., a Florida corporation, P98000002779

INTO

KENNSINGTON CAPITAL & EQUITY CORPORATION which changed its name  
to

**GEOTEC THERMAL GENERATORS, INC.**, a Florida entity, P96000009181

File date: November 5, 1999

Corporate Specialist: Darlene Connell

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**ARTICLES OF MERGER  
OF  
GEOTEC THERMAL GENERATORS INC.  
(a Florida corporation)  
INTO  
KENNSINGTON CAPITAL & EQUITY CORPORATION  
(a Florida corporation)**

**FILED**  
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TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

**FIRST:** The plan of merger is as follows:

1. **Merger.** GEOTEC THERMAL GENERATORS INC., a Florida corporation ("Geotec") bearing Document No. PP98000002779 shall be merged (the "Merger") with and into KENNSINGTON CAPITAL & EQUITY CORPORATION, a Florida corporation ("Kennsington") bearing Document No. P96000009181. Geotec and Kennsington are sometimes hereinafter collectively referred to as the "Constituent Corporations." Kennsington shall be the surviving corporation of the Merger (the "Surviving Corporation"), effective upon the date when these Articles of Merger are filed with the Department of State of the State of Florida (the "Effective Date").
2. **Name of Corporation.** Upon the Effective Date, the Surviving Corporation shall assume the name of the acquired corporation and shall be known as **GEOTEC THERMAL GENERATORS, INC.**
3. **Articles of Incorporation and By-Laws.** The Articles of Incorporation and By-Laws of Kennsington, as same shall exist from and after the Effective Date, shall be the Articles of Incorporation and By-Laws of the Surviving Corporation following the Effective Date, unless and until the same shall be amended or repealed in accordance with the provisions thereof or applicable

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law, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Articles of Incorporation and By-Laws of Geotec, shall constitute the Articles of Incorporation and By-Laws of the Surviving Corporation separate and apart from these Articles of Merger.

4. **Succession.** On the Effective Date, Kennsington shall continue its corporate existence under the laws of the State of Florida, and the separate existence and corporate organization of Geotec, except insofar as it may be continued by operation of law, shall be terminated and cease.
5. **Conversion of Shares.** On the Effective Date, by virtue of the Merger and without any further action on the part of the Constituent Corporations or their shareholders, each outstanding share of Geotec's common stock, shall be converted into the consideration set forth in Section 1.4 of the Agreement and Plan of Reorganization (the "Plan of Merger") dated October 21, 1999, by and between Geotec Thermal Generators Inc. and Kennsington Capital & Equity Corporation. Each outstanding share of Kennsington shall remain outstanding.

**SECOND:** The Effective Date of the Merger is the date upon which these Articles of Merger are filed with the Department of State of the State of Florida.

**THIRD:** The Plan of Merger was adopted by the Boards of Directors and by holders of a majority of the issued and outstanding shares of common stock of Geotec on the 4<sup>th</sup> day of November, 1999 and by the written consent of the Sole Director and by holders of a majority of the issued and outstanding shares of common stock of Kennsington on the 4<sup>th</sup> day of November, 1999.

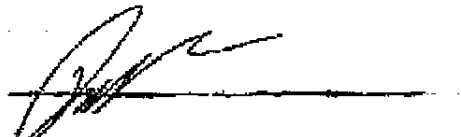
Signed this 4th day of November, 1999.

**GEOTEC THERMAL GENERATORS INC.**  
a Florida corporation



By: Daniel Pepe  
Chairman and President

**KENNSINGTON CAPITAL  
& EQUITY CORPORATION**  
a Florida corporation



By: Daniel Pepe  
Director and President

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