

P96000017534

Division of Corporations

Page 1 of 2

*file date 5/31*  
*off 8/31*

Florida Department of State  
Division of Corporations  
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**MERGER OR SHARE EXCHANGE**

**AET MANAGEMENT, INC.**

Certificate of Status	0
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June 1, 2000

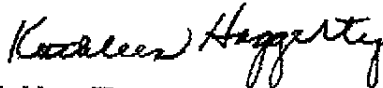
Amendment Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Merger of American Energy Technologies, Ltd. and Thermafin Manufacturing,  
L.C. with and into AET Management, Inc.  
Fax Audit No. H00000029620 2

Dear Sir or Madam:

We attempted to file the attached Articles of Merger electronically yesterday, May 31, 2000, but your website was not operational and we were not able to access our electronic filing account. I spoke with a gentleman in the electronic filing section and he advised us to attach a letter regarding the circumstances to request the May 31 filing date. The merger is to be effective on May 31, 2000, and we respectfully request that the Articles of Merger be given that filing date since it was not possible to file them until today.

Very truly yours,



Kathleen Haggerty  
Legal Assistant

VIA FACSIMILE TRANSMISSION  
Enclosures  
kh:317453

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

AMERICAN ENERGY TECHNOLOGIES, LTD., a Florida Limited Partnership,  
A96000000440

THERMAFIN MANUFACTURING, L.C., a Florida Limited Liability Company,  
L95000000368

,

INTO

AET MANAGEMENT, INC. which changed its name to

**AMERICAN ENERGY TECHNOLOGIES, INC.**, a Florida entity, P96000017534.

File date: June 1, 2000 , effective May 31, 2000

Corporate Specialist: Michelle Hodges

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUN - 1 AM 10:15

STATE OF FLORIDA  
DIVISION OF CORPORATIONS  
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**ARTICLES OF MERGER**  
of  
**THERMAFIN MANUFACTURING, L.C.**  
(a Florida limited liability company)  
and  
**AMERICAN ENERGY TECHNOLOGIES, LTD.**  
(a Florida limited partnership)  
with and into  
**AET MANAGEMENT, INC.**  
(a Florida corporation)

Pursuant to the Florida Business Corporation Act, Section 607.1109, the Florida Limited Liability Company Act, Section 608.4382, and the Florida Revised Limited Partnership Act, Section 620.203, AET Management, Inc., a Florida corporation ("AETM"), Thermafin Manufacturing, L.C., a Florida limited liability company ("TM"), and American Energy Technologies, Ltd., a Florida limited partnership ("AET"), hereby submit these Articles of Merger:

1. A copy of the Agreement and Plan of Merger (the "Plan") with respect to the merger of TM and AET with and into AETM is attached to these Articles of Merger as Exhibit "A" and is incorporated herein.
2. The effective date of the Merger shall be the date the Articles of Merger are filed with the Secretary of State of Florida.
3. The Plan was approved by AETM in accordance with the applicable provisions of Chapter 607, Florida Statutes.
4. The Plan was approved by AET in accordance with the applicable provisions of Chapter 620, Florida Statutes.
5. The Plan was approved by TM in accordance with the applicable provisions of Chapter 608.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed in their respective names this 31st day of May, 2000.

**AMERICAN ENERGY TECHNOLOGIES, LTD.**

By: AET Management, Inc., its General Partner

By:   
W. Richard Squires, President

**AET MANAGEMENT, INC.**

By:   
W. Richard Squires, President

**THERMAFIN MANUFACTURING, L.C.**

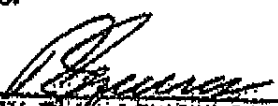
By:   
W. Richard Squires, Manager

EXHIBIT A

AGREEMENT AND PLAN OF MERGER  
of

AMERICAN ENERGY TECHNOLOGIES, LTD.  
(a Florida limited partnership)

and

THERMAFIN MANUFACTURING, L.C.  
(a Florida limited liability company)

with and into

AET MANAGEMENT, INC.  
(a Florida corporation)

A96000000440

L95000000368

P96000017534

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made and entered into this 31st day of May, 2000, by and among AMERICAN ENERGY TECHNOLOGIES, LTD., a Florida limited partnership ("AET"), THERMAFIN MANUFACTURING, L.C., a Florida limited liability company ("TM"), and AET MANAGEMENT, INC., a Florida corporation ("AETM") (AET, TM and AETM hereinafter collectively referred to as the "Constituent Entities").

WITNESSETH:

WHEREAS, AET is a limited partnership organized and existing under the laws of the State of Florida, with its principal office at 1057 Ellis Road North, Unit 4, Jacksonville, Florida; and

WHEREAS, TM is a limited liability company organized and existing under the laws of the State of Florida, with its principal office at 1057 Ellis Road North, Unit 2, Jacksonville, Florida; and

WHEREAS, AETM is a corporation organized and existing under the laws of the State of Florida, with its principal office at 1057 Ellis Road North, Unit 4, Jacksonville, Florida; and

WHEREAS, Bomin Technologies Group, Inc., a Delaware corporation is the sole limited partner of AET, the sole member of TM and the sole shareholder of AETM; and

WHEREAS, AETM is the general partner of AET; and

WHEREAS, the laws of the State of Florida permit a merger of a limited partnership and a limited liability company into a corporation; and

WHEREAS, the respective Board of Directors, Shareholders, Members, Limited Partner and General Partner of each of the Constituent Entities have deemed it advisable to merge AET and TM with and into AETM (the "Merger"), and have approved the Merger on the terms and conditions hereinafter set forth in accordance with the laws of the States of Florida;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements, covenants and conditions hereinafter contained, and for the purpose of stating the terms and conditions of the Merger, the manner of carrying the same into effect, and such other details and

H00000029620 2

provisions as are deemed desirable, the Constituent Entities have agreed and do hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

#### ARTICLE I

On the Effective Date, as defined in Article X below, the Merger shall become effective, at which time the separate existences of AET and TM shall cease and AET and TM shall be merged, pursuant to Section 607.1101 of the Florida Business Corporation Act; Section 620.201 of the Florida Revised Limited Partnership Act, and Section 608.438, Florida Limited Liability Act, with and into AETM, which shall continue its corporate existence under the name "American Energy Technologies, Inc." and be the corporation surviving the Merger (the "Surviving Corporation").

#### ARTICLE II

The Surviving Corporation shall be governed by the laws of the State of Florida. On the Effective Date, the Articles of Incorporation of AETM as filed with the Secretary of State of the State of Florida shall be the Articles of Incorporation of the Surviving Corporation; provided, however, that the Articles of Incorporation of the Surviving Corporation shall be amended to change the name of the Surviving Corporation to American Energy Technologies, Inc. The purposes and powers of the Surviving Corporation shall be as set forth in the Articles of Incorporation of AETM until further amended in the manner provided by law.

#### ARTICLE III

On the Effective Date, the existing Bylaws of AETM shall be the Bylaws of the Surviving Corporation, until the same shall thereafter be altered, amended or repealed in accordance with applicable law, the Articles of Incorporation and said Bylaws.

#### ARTICLE IV

On the Effective Date, the existing officers and directors of the Surviving Corporation, shall remain its officers and directors. If, on the Effective Date, a vacancy exists, it may thereafter be filled in the manner provided by the Bylaws of the Surviving Corporation.

#### ARTICLE V

The manner of carrying into effect the Merger shall be as follows:

1. On the Effective Date, the limited partnership interests of Bomin Technologies Group, Inc. and the general partnership interest of AETM in AET shall cease to be outstanding, be canceled and retired, and no payment shall be made nor other consideration paid with respect thereto;

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2. the limited liability company interests of Bomin Technologies Group, Inc. in TM shall cease to be outstanding, be canceled and retired, and no payment shall be made nor other consideration paid with respect thereto; and
3. each issued and outstanding share of AETM common stock shall remain issued and outstanding after the Effective Date and the Merger shall have no effect on any shares of AETM common stock that are authorized or outstanding.

#### ARTICLE VI

At such time as the Merger becomes effective, title to all of the assets of AET and TM shall be vested in AETM without reversion or impairment and AETM shall thenceforth be responsible for all of the liabilities and obligations of AET and TM. Any proceeding pending against AET and TM may be continued as if the merger did not occur or the Surviving Corporation may be substituted in its place.

#### ARTICLE VII

Prior to and from and after the Effective Date, the Constituent Entities shall take all such action as shall be necessary or appropriate in order to effectuate the Merger. If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other actions are necessary, appropriate or desirable to vest in said Surviving Corporation, according to the terms hereof, the title to any property or rights of AET or TM, the last acting general partner of AET and the last acting Chief Executive Officer or Manager of TM, or the corresponding officers of the Surviving Corporation, shall and will execute and make all such proper assignments and assurances and take all action necessary and proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement.

#### ARTICLE VIII

On the Effective Date, all of the assets, liabilities, reserves and accounts of the Constituent Entities shall be recorded on the books of the Surviving Corporation at the amounts at which they, respectively, shall then be carried on the books of said Constituent Entities, subject to such adjustments or eliminations of intercompany items as may be appropriate giving effect to the Merger.

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#### ARTICLE IX

Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by either of the Constituent Entities by appropriate resolution of any of their Board of Directors, Members, limited partners and general partner at any time prior to the Effective Date of the Merger.

#### ARTICLE X

This Agreement and Articles of Merger incorporating the terms of this Agreement shall be filed and recorded in accordance with the laws of the State of Florida as soon as practicable after the last approval by the shareholders, the Board of Directors, the Members, the limited partner and the general partner of the Constituent Entities or on such other date as the Constituent Entities may agree. The Merger shall become effective as of the date the Articles of Merger are filed with the Secretary of State of Florida (the "Effective Date").

#### ARTICLE XI

This Agreement and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, each of the Constituent Entities has caused this Agreement to be signed in its name by its duly authorized officer, manager or general partner as of the date first above written.

**AMERICAN ENERGY TECHNOLOGIES, LTD.**

By: AET Management, Inc., its General Partner

By: \_\_\_\_\_  
W. Richard Squires, President

**AET MANAGEMENT, INC.**

By: \_\_\_\_\_  
W. Richard Squires, President

**THERMAFIN MANUFACTURING,  
L.C.**

By: \_\_\_\_\_  
W. Richard Squires, Manager

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