

P96000044002

Florida Department of State
Division of Corporations
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Fax Number : (850)205-0380

**

TD: Susan

From: Account Name : BUSH ROSS GARDNER WARREN & RUDY, P.A.
Account Number : I19990000150
Phone : (813)224-9255
Fax Number : (813)223-9620

Payne -

She is holding this for filing :)

7599-1 - Brenda K. Howard

MERGER OR SHARE EXCHANGE
POLYMER EQUIPMENT CORPORATION

Thank You!

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merger
spayne

1/4/02

ARTICLES OF MERGER
Merger Sheet

MERGING:

MATERIALS & EQUIPMENT CORPORATION, A FLORIDA CORP.,
P94000064288

INTO

POLYMER EQUIPMENT CORPORATION, a Florida entity, P96000044002

File date: December 31, 2001

Corporate Specialist: Susan Payne

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

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From: Account Name : BUSH ROSS GARDNER WARREN & RUDY, P.A.
Account Number : I19990000150
Phone : (813) 224-9255
Fax Number : (813) 223-9620

*** Attention: CSC is walking over to the Division the Reinstatements for the involved corporations regarding this merger, effective today. This merger is effective 1/1/2001; and please reflect today's filing date of 12/31/2001.*

7599-1 - Brenda K. Hancock

MERGER OR SHARE EXCHANGE

POLYMER EQUIPMENT CORPORATION

Thank You!

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
MATERIALS & EQUIPMENT CORPORATION
INTO
POLYMER EQUIPMENT CORPORATION

MATERIALS & EQUIPMENT CORPORATION ("M&E") and POLYMER EQUIPMENT CORPORATION, ("Polymer"), acting in compliance with the provisions of §607.1105, Florida Statutes, hereby certifies as follows:

1. A plan of merger was approved by the board of directors of each of M&E and Polymer and a majority of the shareholders of M&E, effective as of December 31, 2001. The shareholders of Polymer were not required to approve the merger. Pursuant to the plan of merger M&E is to be merged into Polymer. The terms of the merger are set forth in the copy of the Agreement and Plan of Merger attached hereto as Exhibit "A" and made a part hereof.

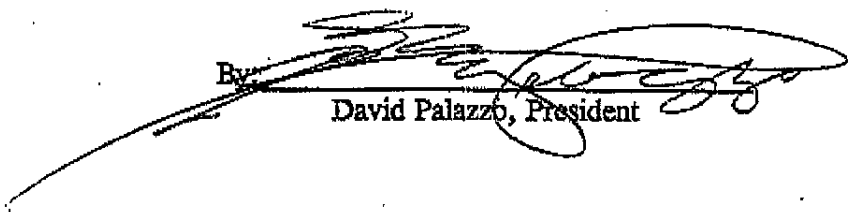
2. The merger shall be effective as of December 31, 2001.

Effective as of: December 31, 2001.

MATERIALS & EQUIPMENT CORPORATION

By: 
David Palazzo, President

POLYMER EQUIPMENT CORPORATION

By: 
David Palazzo, President

248879.1

Facsimile Audit Number: H01000124898 7

EXHIBIT A TO ARTICLES OF MERGER
AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made and entered into effective as of December 31, 2001, by and among POLYMER EQUIPMENT CORPORATION, a Florida corporation ("Polymer") and MATERIALS & EQUIPMENT CORPORATION, a Florida corporation ("M&E").

BACKGROUND INFORMATION

The board of directors of each of Polymer and M&E, by unanimous written consent of the members of each of the Board of Directors has determined that it is advisable and to the advantage of each such corporation and its respective shareholders that M&E be merged into Polymer, at the conclusion of which Polymer shall remain as the surviving or resulting entity and the corporate existence of M&E shall terminate and expire. In furtherance thereof, each board has approved and adopted the terms of this plan of merger (the "Plan of Merger") and M&E has recommended the adoption of the Plan of Merger and its underlying transactions by the shareholders of such entity. Accordingly, the merger shall be effected as follows:

OPERATIVE PROVISIONS

1. **Merger.** In accordance with applicable provisions of the Florida Business Corporation Act, at the Effective Date (as defined below), M&E shall be merged with and into Polymer (the "Merger"), and Polymer shall constitute the surviving and resulting corporation of such Merger (hereinafter Polymer sometimes is referred to as the "Surviving Corporation"). The separate and corporate existence of M&E shall cease and Polymer shall continue its corporate existence pursuant to the laws of Florida.
2. **Effective Date.** The Merger shall become effective as of December 31, 2001 (the "Effective Date").
3. **Surviving Corporation.** The Surviving Corporation shall possess and retain every interest in all of its assets and property of every description. The rights, privileges, immunities powers, franchises and authority of M&E shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all property owned by M&E shall be vested in the Surviving Corporation and shall not revert or in any way be impaired by reason of the Merger.
4. **Obligations.** All obligations belonging to or due to M&E shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all of the obligations of M&E existing as of the Effective Date.

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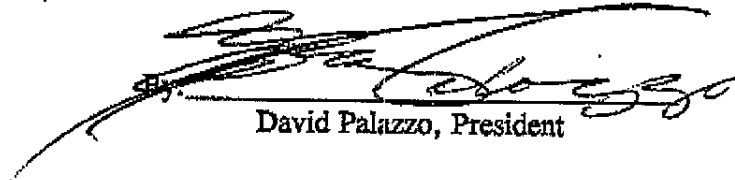
5. Terms of the Merger. Upon the Effective Date of the Merger all of the issued and outstanding shares of the common capital stock of M&E shall be deemed canceled and voided, and upon the surrender of the applicable certificate(s) evidencing such shares being surrendered to Polymer, the shares of the common stock of M&E outstanding prior to the Merger shall be transformed and converted as follows: each share of M&E owned by shareholders prior to the Merger shall be converted into one (1) share of Polymer.

6. Shareholder Consent. The Merger is contingent upon all of the shareholders of M&E approving the merger and no shareholder electing his or her right to dissent from the merger. If any shareholder dissents the companies will not proceed with the Merger.

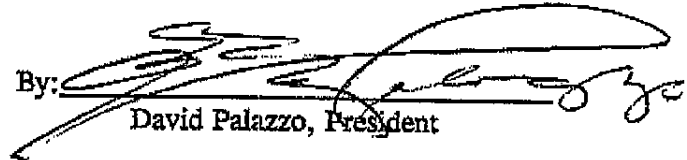
7. Counterparts. This Agreement and Plan of Merger may be executed in counterparts, each of which shall be deemed to be an original.

IN WITNESS WHEREOF, Polymer and M&E have caused this Agreement and Plan of Merger to be executed by their respective officers duly authorized effective as of the date first written above.

POLYMER EQUIPMENT CORPORATION


By: _____
David Palazzo, President

MATERIALS & EQUIPMENT CORPORATION

By: 
David Palazzo, President

248880.1