

P960000069020

8/19/96 11:33 PM

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

8/19/96 11:33 PM

(((H96000011548))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135- 2-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3694
FAX: (305) 541-3770
(((H96000011548))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: SMART TRAVELER PLAZA, INC.
FAX AUDIT NUMBER: H96000011548 CURRENT STATUS: REQUESTED
DATE REQUESTED: 08/19/1996 TIME REQUESTED: 13:33:58
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 8 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H96000011548)))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM Connect: 00:14:4

FILED
56 AUG 19 AM 8 45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
56 AUG 19 PM 3:17

8/20/96
JLH

AUG-19-1956 14107

EMPIRE CORPORATE KIT

David A. Rosenblatt, Esq.
9190 Sunset Dr.
Miami, FL 33173
(305) 546-3444
FBN. 253758

86 AUG 19 7 54
RECORDED
INDEXED
STATE
TALLAHASSEE, FLORIDA

H960000111548

ARTICLES OF INCORPORATION
OF

SMART TRAVELER PLAZAS, INC.

The undersigned subscribers to these Articles of Incorporation, being natural persons, competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation shall be:
SMART TRAVELER PLAZAS, INC.

ARTICLE II

PURPOSES

The purpose for which the corporation is formed and the business and objects to be carried on and promoted by it are as follows:

- a) To transact any lawful business.

ARTICLE III

CAPITAL STOCK

The maximum number of shares that this corporation is to have outstanding at any one time is Five Million shares of common stock, having a nominal or par value of \$.01 per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

H960000111548

H96000011548

ARTICLE IV

TERM

This corporation shall have perpetual existence.

ARTICLE V

**REGISTERED OFFICE
and PRINCIPAL OFFICE**

The Registered and Principal Office shall be located at 902 Clint Moore Road, Suite 226, Boca Raton, Florida 33487 or such other place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with law.

ARTICLE VI

DIRECTORS, OFFICERS AND INITIAL REGISTERED AGENT

This corporation shall have not less than one (1) nor more than nine (9) directors, as set forth in the By-Laws. The name and street addresses of the first Board of Directors, the initial Registered Agent and the initial Officers of this corporation who, subject to these Articles of Incorporation, By-Laws and the laws of the State of Florida, shall hold office until their successors have been elected and qualified are as follows:

NAME

ADDRESS

Hamby Hutcheson, President

20071 NW 5 Street
Pembroke Pines, Florida

Mary Lou Hutcheson/Treasurer

20071 NW 5 Street
Pembroke Pines, Florida

H96000011548

Philomona Ford/Secretary

20071 NW 5 Street
Pembroke Pines, Florida

ARTICLE VII

SUBSCRIBERS

The names and street addresses of the subscribers to these Articles of Incorporation are:

NAMEADDRESS

Hamby Hutcheson

20071 NW 5 Street
Pembroke Pines, Florida 33029

ARTICLE VIII

SPECIAL PROVISIO

Any action by the directors of this corporation which is within their power taken at a meeting of such directors shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all directors as required by law or by the By-Laws of this corporation, if at any time prior to, during or subsequent to such meeting all directors shall execute a waiver of notice of such meeting or approve the action taken at such meeting.

When not prohibited by law, any action of the shareholders of this corporation may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records. Such consent shall have the same force

H96000011548

H96000011548

H96000011548

and effect as the unanimous vote of the shareholders and may be stated as such in any certificate or document filed with the Department of State of the State of Florida or any other governmental agency of any state, county or nation or with any private organization, corporation, person or persons.

Nothing in this Article shall be construed to allow any act of the Board of Directors to be approved by less than a majority of said directors or whenever a greater vote is required by law or in the By-Laws for that vote.

ARTICLE IX

INSPECTION OF BOOKS AND RECORDS

The corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be open to the inspection of shareholders and no shareholder shall have any right of inspecting any account, book or document of this corporation except as conferred by statute unless authorized by a resolution of the shareholders or the Board of Directors.

ARTICLE X

INDEMNIFICATION OF OFFICERS AND DIRECTORS

H96000011548

Every officer and every director of the corporation shall be indemnified by the corporation as permitted by law against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon them in connection with any proceeding to which

H96000011548

they may be a party or in which they may become involved by reason of them being or having been an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

ARTICLE XI

TELEPHONE MEETING AUTHORIZED

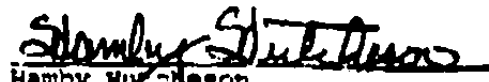
Members of the Board of Directors or of any executive committee designated by the Board of Directors in accordance with law shall be deemed present at any meeting of the Board of Directors or the executive committee as the case may be, if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by all other persons, is used.

ARTICLE XII

AMENDMENTS

These Articles of Incorporation may be amended in the manner and with the vote provided by law.

IN WITNESS WHEREOF, we have hereunto set our hands and seals at Miami, Dade County, Florida, this 19 day of August, 1996.


Hamby Hutchinson

H96000011548

FILED
96 AUG 19 AM 8 45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
 en
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared Hamby Hutcheson, to me well known to be the individual described in and who executed the foregoing Articles of Incorporation of Smart Traveler Places, Inc., and they acknowledged before me that they signed and executed the same for the purposes stated therein.

SWORN TO AND SUBSCRIBED before me this ___ day of August, 1996.

NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires:

**CERTIFICATE ACCEPTING DESIGNATION
OF
REGISTERED AGENT**

I, Hamby Hutcheson, hereby certify that I have accepted the designation as Registered Agent of Smart Traveler Places, Inc., and agree to serve as its agent to accept service of process within the State at its Registered Office.


Hamby Hutcheson

H96000011548

H96000011548

FILED
96 AUG 19 AM 8 45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared Hamby Hutcherson, to me well known to be the individual described in and who executed the foregoing Articles of Incorporation of Smart Traveler Plazas, Inc., and they acknowledged before me that they signed and executed the same for the purposes stated therein.

SWORN TO AND SUBSCRIBED before me this 19th day of August, 1996.



MICHELLE McDEVETTA
My Commission Expires Feb 01 1997
Bonded by AARP
800-888-2878

[Signature]
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires:

CERTIFICATE ACCEPTING DESIGNATION
OF
REGISTERED AGENT

I, Hamby Hutcherson, hereby certify that I have accepted the designation as Registered Agent of Smart Traveler Plazas, Inc., and agree to serve as its agent to accept service of process within the State at its Registered Office.

[Signature]
Hamby Hutcherson

H96000011548

H96000011548

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

P96000069020



PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 193195 1217D

AUTHORIZATION :

Patricia Pizzit

COST LIMIT : \$ 70.00

FILED
95 DEC 18 PM 02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 18, 1996

ORDER TIME : 10:49 AM

ORDER NO. : 193195-015

500002032745--3

CUSTOMER NO: 1217D

CUSTOMER: Renee Laurence, Legal Asst.
Buchanan Ingersoll, P.C.
1 Turnberry Place, Suite 606
19495 Biscayne Boulevard
N. Miami Beach, FL 33180

ARTICLES OF MERGER

STP ACQUISITION CORPORATION

INTO

SMART TRAVELER PLAZAS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

RECEIVED
95 DEC 19 PM 12:09
DIVISION OF CORPORATION

N. HENDRICKS DEC 19 1996

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

**STP ACQUISITION CORPORATION, A NON QUALIFIED DELAWARE
CORPORATION.**

INTO

SMART TRAVELER PLAZAS, INC., a Florida corporation, P96000069020.

File date: December 18, 1996

Corporate Specialist: Nancy Hendricks

Account number: 072100000032

Account charged: 70.00

**ARTICLES OF MERGER
of
SMART TRAVELER PLAZAS, INC. and
STP ACQUISITION CORPORATION**

FILED
96 DEC 18 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida 1989 Business Corporation Act, the undersigned, being the President of Smart Traveler Plazas, Inc., a Florida corporation ("STP"), and STP Acquisition Corporation, a Delaware corporation ("SAC"), respectively, do hereby certify, on behalf of said corporations, that:

ARTICLE I

STP and SAC are the corporations which are parties to the merger. The surviving corporation is Smart Traveler Plazas, Inc.

ARTICLE II

The Plan of Merger adopted by the shareholders and the Board of Directors of STP and SAC on December 13, 1996 is attached hereto.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed by their respective duly authorized officers as of this 13th day of December, 1996.

SMART TRAVELER PLAZAS, INC.

By: Stanley Stutts
Title: President / CEO

STP ACQUISITION CORPORATION

By: Donald H. H.
Title: Secretary

AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER ("Merger Agreement"), dated as of December 16, 1996 is between STP ACQUISITION CORP., a Delaware corporation ("STP Acquisition of Delaware") and SMART TRAVELER PLAZAS, INC., a Florida corporation ("Smart Traveler of Florida").

WHEREAS, STP Acquisition of Delaware is a corporation duly organized and existing under the laws of the State of Delaware;

WHEREAS, Smart Traveler of Florida is a corporation duly organized and existing under the laws of the State of Florida;

WHEREAS, on the date of this Merger Agreement, STP Acquisition of Delaware has authority to issue sixteen million (16,000,000) shares of stock, fifteen million (15,000,000) shares of which are Common Stock, \$.01 par value per share ("STP Acquisition of Delaware Common Stock"), one (1) share of which is issued and outstanding, and one million (1,000,000) shares of Preferred Stock, \$.01 par value per share ("STP Acquisition of Delaware Preferred Stock"), no shares of which are issued and outstanding;

WHEREAS, on the date of this Merger Agreement, Smart Traveler of Florida has authority to issue five million (5,000,000) shares of Common Stock, \$.01 par value per share ("Smart Traveler of Florida Common Stock"), two million five hundred fifty-one thousand one (2,551,001) shares of which are issued and outstanding;

WHEREAS, the respective Boards of Directors of STP Acquisition of Delaware and Smart Traveler of Florida have determined that it is advisable and in the best interests of each of such corporations that STP Acquisition of Delaware merge in a tax-free reorganization with and into Smart Traveler of Florida upon the terms and subject to the conditions of this Merger Agreement; and

WHEREAS, the respective Boards of Directors of STP Acquisition of Delaware and Smart Traveler of Florida have, by resolutions duly adopted, approved this Merger Agreement, and the shareholders of STP Acquisition of Delaware have duly approved this Merger Agreement by unanimous written consent dated December 13, 1996 and the shareholders of Smart Traveler of Florida have, by written consent dated December 13, 1996, duly approved this Merger Agreement;

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, STP Acquisition of Delaware and Smart Traveler of Florida hereby agree as follows:

1. Merger. STP Acquisition of Delaware will be merged with and into Smart Traveler of Florida (the "Merger"), and Smart Traveler of Florida shall be the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation"). The merger shall become effective upon the time and date of filing of such documents as may be required under applicable law ("Effective Time").

2. Governing Documents. The Certificate of Incorporation and the Bylaws of Smart Traveler of Florida as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation of the Surviving Corporation without change or amendment until thereafter amended in accordance with the provisions thereof and applicable laws.

3. Succession. At the Effective Time, the separate corporate existence of STP Acquisition of Delaware shall cease, and the Surviving Corporation shall possess all the rights, privileges, powers and franchises of a public and private nature and be subject to all the restrictions, liabilities and duties of STP Acquisition of Delaware; and all and singular, the rights, privileges, powers and franchises of STP Acquisition of Delaware and all property, real, personal and mixed, and all debts due to STP Acquisition of Delaware on whatever account, as well as for share subscriptions and all other things in action or belonging to STP Acquisition of Delaware shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of STP Acquisition of Delaware, and the title to any real estate vested by deed or otherwise, under the laws of the State of Delaware, in STP Acquisition of Delaware shall not revert or be in any way impaired by reason of the General Corporation Law of the State of Delaware; but all rights of creditors and all liens upon any property of STP Acquisition of Delaware shall be preserved unimpaired; and all debts, liabilities and duties of STP Acquisition of Delaware shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it. All corporate acts, plans, policies, agreements, arrangements, approvals and authorizations of STP Acquisition of Delaware, its shareholders, Board of Directors and committees thereof, officers and agents which were valid and effective immediately prior to the Effective Time, shall be taken for all purposes as the acts, plans, policies, agreements, arrangements, approvals and authorizations of Smart Traveler of Florida and shall be as effective and binding thereon as the same were with respect to STP Acquisition of Delaware.

4. Further Assurances. From time to time, as and when required by Smart Traveler of Florida or by its successors and assigns, there shall be executed and delivered on behalf of STP Acquisition of Delaware such deeds and other instruments, and there shall be taken or caused to be taken by it all such further and other action, as shall be appropriate or necessary in order to vest, perfect or confirm, of record or otherwise, in Smart Traveler of Florida the title to and possession

of all property, interest, assets, rights, privileges, immunities, powers, franchises and authority of STP Acquisition of Delaware and otherwise to carry out the purposes of this Merger Agreement, and the officers and directors of Smart Traveler of Florida are fully authorized in the name and on behalf of STP Acquisition of Delaware to take any and all such action and to execute and deliver any and all deeds and other instruments.

5. Conversion of Shares.

(a) At the Effective Time, the outstanding shares of capital stock of Smart Traveler of Florida shall be canceled or converted, as the case may be, by virtue of the Merger and without any further action on the part of any holder thereof as follows: (i) each share of Smart Traveler of Florida Common Stock shall be converted into 0.0585417 shares of the Common Stock, \$.01 par value per share, of Centennial Technologies, Inc. ("Centennial"); and (ii) each share of Smart Traveler of Florida Common Stock issued and held in the treasury of Smart Traveler of Florida shall be canceled and retired; and

(b) At the Effective Time, each share of STP Acquisition of Delaware Common Stock issued and outstanding immediately prior thereto shall be converted into one (1) share of Common Stock, fully paid and nonassessable, of the Surviving Corporation, which shall be owned by Centennial.

6. Stock Certificates. At and after the Effective Time, all of the outstanding certificates which immediately prior to the Effective Time represented shares of STP Acquisition of Delaware Common Stock shall be presented to Smart Traveler of Florida to be exchanged for certificates representing shares of Smart Traveler of Florida Common Stock as converted as herein provided. The registered owner of any such outstanding certificate shall, until such certificate shall have been surrendered for transfer or otherwise accounted for to Smart Traveler of Florida or its transfer agents, have and be entitled to exercise any voting and other rights with respect to and to receive any dividends and other distributions upon the shares of Smart Traveler of Florida Common Stock evidenced by such outstanding certificate as above provided. All certificates representing shares of Smart Traveler of Florida outstanding immediately prior to the Effective Time owned by shareholders electing to participate in the Merger shall be surrendered to Smart Traveler of Florida for cancellation.

7. Amendment. Subject to applicable law, this Merger Agreement may be amended, modified or supplemented by written agreement of the parties hereto at any time prior to the Effective Time with respect to any of the terms contained herein.