

FD-191-FMG (410)  
8/10/00

EMPIRE CORPORATE KIT  
FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM

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1:33 PM

((H98000011548))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
400 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 822-4000

FROM: EMPIRE CORPORATE KIT COMPANY  
1492 W FLAGLER ST  
SUITE 200  
MIAMI FL 33135- 2-  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3694  
FAX: (305) 541-3770

((H98000011548))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: SMART TRAVELER PLAZA, INC.

FAX AUDIT NUMBER: H98000011548

CURRENT STATUS: REQUESTED

DATE REQUESTED: 08/19/1996

TIME REQUESTED: 13:33:58

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 8

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ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 072450003255

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE

KK/20/00

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David A. Rosenblatt, Esq.  
9190 Sunset Dr.  
Miami, FL 33173  
(305) 595-3444  
FBN. 253758

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:

2) 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.

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**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:

H960000011548

**NAME**

Hamby Hutcheson, President

Mary Lou Hutcheson/Treasurer

**ADDRESS**20071 NW 5 Street  
Pembroke Pines, Florida20071 NW 5 Street  
Pembroke Pines, Florida

AUG-19-1996 14:00

EMPIRE CORPORATE KIT

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Philomena Ford/Secretary

20071 NW 5 Street  
Pembroke Pines, Florida

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**ARTICLE VII**

**SUBSCRIBERS**

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

<u>NAME</u>	<u>ADDRESS</u>
Hamby Hutcheson	20071 NW 5 Street Pembroke Pines, Florida 33029

**ARTICLE VIII**

**SPECIAL PROVISO**

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

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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 wherever 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

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

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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.

Stanley Stukelman  
Hemby Henderson

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AUG-19-1996 14:00

EMPIRE CORPORATE KIT

P.10/26

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STATE OF FLORIDA )  
COUNTY OF DADE )  
      ss

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

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 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 \_\_\_ 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 Plazas, Inc., and agree to serve as its agent to accept service of process within the state at its Registered Office.

Hamby Hutcheson  
Hamby Hutcheson

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AUG-19-1996 14:08

EMPIRE CORPORATE KIT

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STATE OF FLORIDA )  
COUNTY OF DADE )  
      NW

FILED  
96 AUG 19 1996  
SEC. 11  
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, this day personally appeared Hamby Hutchason, 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.



MICHAEL MCGAUGHEY  
My Commission #114-144-007  
Expires Feb 21, 1997  
Signed by Attest  
000-00000000

  
NOTARY PUBLIC, STATE OF FLORIDA  
My Commission Expires:

CERTIFICATE ACCEPTING DESIGNATION  
OF  
REGISTERED AGENT

I, Hamby Hutchason, 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.

  
Hamby Hutchason

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1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607  
800-342-8086  
800-342-8077  
800-342-0199 FAX

800-342-8086

P960000069020

PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 193195 1217D

AUTHORIZATION : Patricia Pyjut

COST LIMIT : \$ 70.00

FILED  
S5 REC 18 PM 2:02  
SECTION 174 STATE OF FLORIDA  
TALLAHASSEE, FL

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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

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ARTICLES OF MERGER

STP ACQUISITION CORPORATION

INTO

SMART TRAVELER PLAZAS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
95 REC 19 PM 12:09  
DIVERSITY 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  
MILLAHASSEL, FLORIDA

Secretary of 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 Stukling  
Title: President/CEO

STP ACQUISITION CORPORATION

By: Donald M. Miller  
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, \$0.01 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, \$0.01 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, \$0.01 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

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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.