

1201 HAYS STREET
MAHARAJA, FL 32909
P96000073140



PENTARES, INC. ACCOUNT NO. : 072100000032

REFERENCE : 073945 97023A

AUTHORIZATION : Patricia Pygett

COST LIMIT : \$ 122.50

ORDER DATE : September 4, 1996

ORDER TIME : 10:26 AM

8000001938158

ORDER NO. : 073945

CUSTOMER NO: 97023A

CUSTOMER: Linda Suzzanno Griffin, Esq
LINDA SUZZANNE GRIFFIN, PA

1455 Court Street

Clearwater, FL 34616

56 SEP -4 PM 1:25
RECEIVED
DIVISION OF CORPORATIONS

DOMESTIC FILING

NAME: PENTARES, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

RECEIVED
56 SEP -4 AM 10:47
DIVISION OF CORPORATIONS
9/4/96

**ARTICLES OF INCORPORATION
OF**

PENTARES, INC.

FILED
SECRETARY OF STATE
CORPORATIONS
96 SEP -4 PM 1:25

I, the undersigned, make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name, address and mailing address of this corporation shall be:

Pentares, Inc.
400 Rock Chapel Road
RR #2
Oundas, Ontario
Canada, L9H5E2

ARTICLE II

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE III

Purposes

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

General Powers

The corporation shall have power:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(b) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(d) To lend money to, and use its credit to assist, its

officers and employees in accordance with Section 607.0833, Florida Statutes.

(n) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge or all or any of its property, franchises, and income.

(g) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(i) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(j) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

(k) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(l) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(m) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers and employees of its subsidiaries.

(n) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(o) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(p) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE IV

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 50,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V

Registered Office and Registered Agent

The street address of the corporation's initial registered office is 1201 Hayes Street, Tallahassee, Florida 32301, and the name of the corporation's initial registered agent at such address is Corporation Service Corporation. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

ARTICLE VI

Initial Board of Directors

The number of directors constituting the initial Board of Directors shall be one (1), and the name and address of the person who is to serve as sole member thereof is as follows:

Name

Edith Buie

Address

1575 R-13 Military Road
Suite 13-342
Niagara Falls, NY 14304

ARTICLE VII

Incorporators

The name and address of each incorporator of this corporation is as follows:

Name
Linda S. Griffin

Address
1455 Court Street
Clearwater, FL 34616

ARTICLE VIII

Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.

Linda S. Griffin

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, on this 26th day of August, 1996, personally appeared Linda S. Griffin who is personally known to me or who has produced FLDL REG 015-537-54-797-0 as identification, and acknowledged to me that she executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date of aforesaid.



Notary Public:
Signature Carol N. Harrison
Print Name Carol N. Harrison
My Commission Expires:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of that position.

9-4-96
Date

Laura R. Dunlap
Corporate Service Corporation
Its agent, Laura R. Dunlap

P96000073140

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

ALPHA, INC., a New Mexico corporation (not qualified to transact business in Florida)

INTO

PENTARES, INC., a Florida corporation, P96000073140.

File date: November 4, 1996

Corporate Specialist: Louise Flemming-Jackson

LAWRENCE W. KAY, P.A.
ATTORNEY AND COUNSELOR AT LAW

Phone (505) 254-0600

Fax (505) 254-0400

1825 SAN MATEO BOULEVARD N.E.
ALBUQUERQUE, N.M. 87110

**NEW MEXICO BOARD CERTIFIED
SPECIALIST IN ESTATE PLANNING,
TRUSTS AND PROBATE LAW**

October 31, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

200001995682--8
-11/05/96--01049--014
*****70.00 *****70.00

Re: Articles of Merger for Alpha, Inc. Into Pentares, Inc.

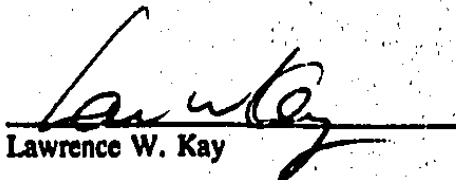
To Whom It May Concern:

Enclosed please find duplicate originals of the Articles of Merger of Alpha, Inc. Into Pentares, Inc. Also, please find a check in the amount of \$70.00 to cover the cost of filing.

Please file these Articles of Merger in your office and return one filed duplicate original to my office.

If you have any questions, please do not hesitate to contact me.

Sincerely yours,


Lawrence W. Kay

LK:ls

cc: Edith Buie

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV -4 PM 12:00

*Mr. Kay authorized to
add on page 3*

*Merger
KFS*

11-8-96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 NOV -4 PM 12:00

**ARTICLES OF MERGER
FOR
THE MERGER OF
ALPHA, INC.
INTO
PENTARES, INC.**

The undersigned Corporations, in accordance with Sections 1, 3, 4, and 7 of Article 14 of Chapter 53 of the New Mexico Statutes Annotated (1978 Comp.) and in accordance with Chapter 607 of Title XXXVI of the Business Organizations Law of the State of Florida of the Florida Statutes hereby adopt the following Articles and Plan of Merger.

ARTICLE I

The parties hereto agree to effect this Merger.

ARTICLE II

The parties to these Articles and Plan of Merger are PENTARES, INC., a Florida corporation and ALPHA, INC., a New Mexico corporation.

ARTICLE III

The Corporation to survive the Merger is PENTARES, INC., a Florida corporation.

ARTICLE IV

No amendment to the Articles of Incorporation of the Surviving Corporation is to be effected as part of the Merger.

ARTICLE V

The total number of shares of stock of all classes which the parties hereto have authority to issue is as follows:

<u>Corporation</u>	<u>Class of Stock</u>	<u>No. of Shares Authorized</u>
PENTARES, INC.	Common, \$1.00 par value	50,000
ALPHA, INC.	Common, \$1.00 par value	50,000

The number and class of shares outstanding of each Corporation is as follows:

<u>Corporation</u>	<u>Class of Stock</u>	<u>No. of Shares Outstanding</u>
PENTARES, INC.	Common, \$1.00 par value	3,500
ALPHA, INC.	Common, \$1.00 par value	3,500

No shares of either Corporation are entitled to vote as a class.

ARTICLE VI

Shares of common stock (\$1.00 par value) of PENTARES, INC. outstanding on the date of this Merger shall not be converted or exchanged, but shall remain outstanding as shares of common stock (\$1.00 par value) of PENTARES, INC.

The manner and basis of exchanging and converting the issued stock of ALPHA, INC. is as follows: Each share of issued and outstanding common stock (\$1.00 par value) of ALPHA, INC. shall be converted into one (1) of common stock (\$1.00 par value) of PENTARES, INC. Upon surrender of Certificates representing the shares of ALPHA, INC. by the holder thereof, Certificates for common stock shall be issued in exchange by PENTARES, INC. on a one (1) shares for one (1) basis.

ARTICLE VII

The principal offices of ALPHA, INC. are located at 400 Rock Chapel Road, RR #2, Dundas, Ontario, Canada, L9H5E2. The principal offices of ALPHA, INC. are located at 400 Rock Chapel Road, RR #2, Dundas, Ontario, Canada, L9H5E2.

ARTICLE VIII

These Articles and Plan of Merger were duly adopted by the Boards of Directors and Stockholders of PENTARES, INC. and ALPHA, INC. respectively, in each case in a joint

special meeting of all Directors and all Stockholders on September 30, 1996, in the manner and by the vote required by the laws of the State of New Mexico.

The number and class of shares voting for and against the Plan are as follows:

<u>Corporation</u>	<u>Class of Stock</u>	<u>Voted For</u>	<u>Voted Against</u>
PENTARES, INC.	Common, \$1.00 par	3,500	0
ALPHA, INC.	Common \$1.00 par	3,500	0

No shares of either Corporation are entitled to vote as a class.

ARTICLE IX

The Agreement and Plan of Merger is as follows:

AGREEMENT AND PLAN OF MERGER

Agreement and Plan of Merger dated Oct. 24, 1996, by and between PENTARES, INC., a Florida corporation (hereinafter, "Pentares") and ALPHA, INC., a New Mexico corporation, (hereinafter, "Alpha"), said corporations being herein sometimes referred to as the "Constituent Corporations."

Pentares is a corporation duly organized and existing under the laws of the State of Florida having been incorporated thereunder on September 4, 1996. Alpha is a corporation organized and existing under the laws of the State of New Mexico having been incorporated thereunder on November 4, 1976.

The authorized capitalization of Pentares consists of 50,000 shares of common stock, \$1.00 par value of which 3,500 shares are issued and outstanding as of the date hereof.

The authorized capitalization of Alpha consists of 50,000 shares of common stock, \$1.00 par value per share of which 3,500 shares are now issued and outstanding.

The principal office of Pentares is located at 400 Rock Chapel Road, RR #2, Dundas, Ontario, Canada, L9H5E2. The principal office of Alpha is located at 400 Rock Chapel Road, RR #2, Dundas, Ontario, Canada, L9H5E2.

The Board of Directors of Pentares and the Board of Directors of Alpha deem it to the benefit and advantage of each said corporation and their respective Stockholders that said Corporation merge under and pursuant to the provisions of Article 14 of Chapter 53 of the Business Corporation Law of the State of New Mexico and Chapter 607 of Title XXXVI of the Business Organizations Law of the State of Florida. The Board of Directors of each of the Constituent Corporations, by resolution duly adopted, has approved this Agreement and Plan of Merger (sometimes hereafter, "the Agreement") and a majority of the Directors of each has duly authorized the execution of the same and each of said Boards of Directors has directed that the

Agreement be submitted to a vote of the respective Stockholders of Pentares and Alpha entitled to vote thereon (namely all of the Stockholders of each) and that a Stockholders meeting be called for the purpose of considering approval of the Agreement.

In consideration of the foregoing and the mutual agreements hereinafter set forth, the parties hereto agree, in accordance with the provisions of Article 14 of Chapter 53 of the Business Corporation Law of the State of New Mexico and Chapter 607 of Title XXXVI of the Business Organizations Law of the State of Florida, that the terms and conditions of such merger and mode of carrying it into effect shall be and are as herein set forth.

ARTICLE FIRST

Except as herein specifically set forth, the corporate existence of Pentares with all its purposes, powers and objects shall continue in effect and unimpaired by the Merger and the corporate identity and existence with all the purposes, powers and objects of Alpha shall be merged into Pentares and Pentares as the Corporation surviving the Merger shall be fully vested therewith. The separate existence of the corporate organization of Alpha shall cease as soon as the Merger shall become effective as herein provided and thereupon Pentares and Alpha shall be a single corporation to-wit Pentares (hereinafter sometimes, "the Surviving Corporation"). The Surviving Corporation shall be governed by the laws of the State of Florida. This Agreement shall continue in effect and the Merger shall become effective only if the Agreement is adopted by the Stockholders of the Constituent Corporations as provided in Article Eleventh hereof. Upon such adoption, that fact shall be certified upon the Agreement by the Secretary of each of the Constituent Corporations under the seals thereof, thereupon complying with the requirements of Article 14, Chapter 53 of the Business Corporation Law of the State of New Mexico and Chapter 607 of Title XXXVI of the Business Organizations Law of the State of Florida. This Agreement, together with Articles of Merger shall be filed with the New Mexico State Corporation and with the Department of State of the State of Florida.

The Merger shall become effective upon approval by fifty-one percent (51%) of the shareholders of each of the Constituent Corporations. The date when the Merger becomes effective is sometimes herein referred to as the "Effective Date of the Merger."

ARTICLE SECOND

Upon the Effective Date of the Merger, the Certificate of Incorporation of Pentares shall be the Certificate of Incorporation of the Surviving Corporation. Said Certificate of Incorporation is made a part of this Agreement and Plan of Merger with the same force and effect as if set forth in full.

ARTICLE THIRD

Upon the Effective Date of the Merger, the By-Laws of Pentares shall be the By-Laws of the Surviving Corporation until the same shall thereafter be altered, amended or repealed in accordance with the Certificate of Incorporation and said By-Laws.

ARTICLE FOURTH

On the Effective Date of the Merger, the Surviving Corporation shall continue in existence and without further transfer, succeed to and possess all of the rights, privileges and purposes of each of the Constituent Corporations and all of the property, real and personal, including subscriptions to shares, causes of action and every other asset of each of the Constituent Corporations shall vest in the Surviving Corporation without further act or deed and the Surviving Corporation shall be liable for all of the liabilities, obligations and penalties of each

of the Constituent Corporations. No liability or obligation due or to become due, claim or demand for any cause existing against either Corporation or any Shareholder, Officer, Director or employee thereof shall be released or impaired by such Merger. No action or proceeding, whether civil or criminal then pending by or against either Constituent Corporation or any Stockholder, Officer, Director or employee thereof shall be abated or be discounted by such Merger but may be enforced, prosecuted, defended, settled or compromised as if such Merger had not occurred or the Surviving Corporation may be substituted in any action or proceeding in place of either Constituent Corporation.

If at any time the Surviving Corporation shall consider or be advised that any further assignments, conveyances, or assurances in law are necessary or desirable to vest, perfect, or confirm a record in the Surviving Corporation, the title to any property or rights of the Constituent Corporations and otherwise to carry out the provisions hereof, the proper officers and directors of the Constituent Corporations as of the Effective Date of the Merger shall execute and deliver any and all proper deeds, assignments, and assurances in law and do all things necessary or proper to vest, perfect, or confirm title to such property or rights in the Surviving Corporation and otherwise to carry out the provisions hereof.

ARTICLE FIFTH

The number of shares of stock which the Surviving Corporation shall have authority to issue in connection with this Merger shall remain unchanged at 50,000 shares of common stock, \$1.00 par value per share.

ARTICLE SIXTH

Upon the Effective Date of the Merger, each issued and outstanding share of common stock of Alpha, \$1.00 par value, shall be and become converted into one (1) fully paid and non-assessable shares of common stock, \$1.00 par value, of the Surviving Corporation. Outstanding Certificates representing shares of common stock of Pentares shall thence forth represent shares of the Surviving Corporation. The holder of any said certificate shall be entitled to precisely the same rights he would enjoy if he held Certificates issued by the Surviving Corporation. Upon the surrender of any such Certificates to the Surviving Corporation at the offices of its transfer agent, the transferee or other holder of the Certificates surrendered shall receive in exchange therefore a Certificate or Certificates of the Surviving Corporation.

ARTICLE SEVENTH

On the Effective Date of the Merger, the separate existence of Alpha shall cease (except to the extent continued by statute) and all of their property, rights, privileges, and franchises, of whatsoever nature and description, shall be transferred to, vest in, and devolve upon the Surviving Corporation, without further act or deed. Confirmatory deeds, assignments, and other like instruments, when deemed advisable by Pentares to evidence such transfer, vesting or devolution of any property, right, privilege or franchise, shall at any time, or from time to time, be made and delivered in the name of Alpha by the last acting officers thereof, or by the corresponding officers of the Surviving Corporation.

ARTICLE EIGHTH

Upon the Merger becoming effective, the shares of common stock, \$1.00 par value per share, of Pentares which shall be outstanding immediately prior to the Effective Date of the Merger,

shall not be converted or exchanged but shall remain outstanding as shares of common stock, \$1.00 par value per share, of the Surviving Corporation.

ARTICLE NINTH

The Officers and Directors of Pentares at the Effective Date of the Merger shall serve as the Officers and Directors of the Surviving Corporation until their successors have been elected and shall qualify or as otherwise provided in the By-laws of the Surviving Corporation.

If, on or after the Effective Date of the Merger, a vacancy shall exist on the Board of Directors of the Surviving Corporation or in any of the offices specified above, such vacancy may be filled in the manner provided in the By-Laws of the Surviving Corporation.

ARTICLE TENTH

All corporate acts, plans, policies, approvals and authorizations of Alpha, its Stockholders, Board of Directors, committees elected or appointed by the Board of Directors, Officers and agents which were valid and effective immediately prior to the Effective Date of the Merger shall be taken for all purposes as the acts, plans, policies, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon as they were on Alpha. The employees of Alpha shall become the employees of the Surviving Corporation and continue to be entitled to the same rights and benefits they enjoyed as employees of Alpha. It is intended that the transaction described herein qualifies as a reorganization within the definition of Clause (A) of Section 368(a)(1) of the Internal Revenue Code of 1986, as amended.

ARTICLE ELEVENTH

This Agreement of Merger shall be submitted to the Stockholders of each of the Constituent Corporations as provided by the applicable laws of Florida and New Mexico. There shall be required for the adoption of this Agreement, the affirmative vote of the holders of fifty-one percent (51%) of the capital stock outstanding of Pentares and of Alpha. In addition, consummation of the Merger shall be subject to obtaining any consents or approvals determined by the respective Boards of Directors of the Constituent Corporations to be necessary to effect such Merger.

ARTICLE TWELFTH

The Surviving Corporation hereby agrees that it may be served with process in the State of New Mexico in any proceeding for enforcement of any obligations of Alpha, as well as for enforcement of any obligations resulting from the Merger.

ARTICLE THIRTEENTH

This Agreement and Merger may be terminated and abandoned by resolutions of the Boards of Directors of Pentares and of Alpha prior to the Merger becoming effective. In the event of the termination and abandonment of this Agreement and Merger pursuant to the foregoing provisions of this Article Thirteenth, this Agreement shall become void and of no further effect without any liability on the part of any of the Constituent Corporations for their stockholders or their Directors or Officers.

ARTICLE FOURTEENTH

This Agreement and Plan of Merger may be executed in counterparts, each of which so executed shall be deemed to be an original, and such counterparts shall together constitute one and the same instrument.

PENTARES, INC.:

By: Edith Bule
Edith Bule, President

ATTEST:

By: Edith Bule
Edith Bule, Secretary

ALPHA, INC.:

By: Edith Bule
Edith Bule, President

ATTEST:

By: Edith Bule
Edith Bule, Secretary

VERIFICATION

STATE OF NEW YORK

COUNTY OF ERIE

)
) ss.
)

Edith Bulo, being first duly sworn, on oath deposes and states that she is the President of PENTARES, INC.; that she is one of the corporate officers who signed the Agreement and Plan of Merger, that said Agreement and Plan of Merger were approved by the Board of Directors of each Corporation and that said Agreement and Plan of Merger were approved by a unanimous vote of the Shareholders of each Corporation, all as required under the law of the State of New Mexico and that the same is true and correct to the best of her knowledge.

Edith Bulo
Edith Bulo, President

SUBSCRIBED AND SWORN TO AND ACKNOWLEDGED before me this 24th day of October, 1996.

Kenneth A. Taylor
Notary Public
KENNETH A. TAYLOR 6053836
Notary Public, State of New York
Qualified in Erie County
My Commission Expires 12/27/97
My Commission Expires: 12/27/97

VERIFICATION

STATE OF NEW YORK)
COUNTY OF EDF) ss.

Edith Bule, being first duly sworn, on oath deposes and states that she is the President of ALPHA, INC.; that she is one of the corporate officers who signed the Agreement and Plan of Merger, that said Agreement and Plan of Merger were approved by the Board of Directors of each Corporation and that said Agreement and Plan of Merger were approved by a unanimous vote of the Shareholders of each Corporation, all as required under the law of the State of New Mexico and that the same is true and correct to the best of her knowledge.

Edith Bule
Edith Bule, President

SUBSCRIBED AND SWORN TO AND ACKNOWLEDGED before me this 20th day of October, 1996.

Kenneth A. Taylor
Notary Public
KENNETH A. TAYLOR 5053838
Notary Public, State of New York
Qualified in Erie County
My Commission Expires: 12/31/97