

P96000074455

Michael Hric, P.A.
Attorney at Law

2801 Fruitville Road, Suite 100
Sarasota, Florida 34237-5301

Reply to:
Post Office Box 49823
Sarasota, Florida 34230-6823

Telephone (941) 954-1359
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September 4, 1996

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CORPORATE RECORDS BUREAU
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

RE: T-J Technologies, Inc.

Ladies/Gentlemen:

Enclosed please find the original and one (1) copy of the executed Articles of Incorporation for the above-named entity for filing with your office. We have enclosed checks in the amount of One Hundred Twenty-Two Dollars and 50/100 (\$122.50) and Eighty-Seven and 50/100 (\$87.50) to cover the following fees:

Filing Articles:	\$35.00
Certified Copy:	52.50
Registered Agent Designation:	35.00
	\$122.50
Filing Articles of Merger:	87.50
Total:	\$210.00

FILING 70
R. AGENT
CERT. COPY 52.50
CUS
OVERPAYMENT
TOTAL 16122.50

After the Articles of Incorporation are filed, please file the enclosed Articles of Merger with Plan of Reorganization attached. Kindly forward to the undersigned the certified copies as filed at your earliest convenience.

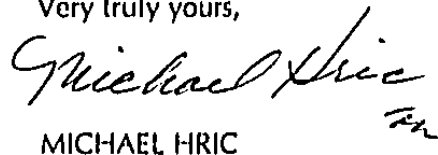
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATE RECORDS BUREAU
Division of Corporations
Department of State
Page 2
September 4, 1996

Should you have any questions, please feel free to contact our office. Thank you for your assistance in this matter.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Michael Hric", with a small flourish at the end.

MICHAEL HRIC

MH/mdh
Enclosures

ARTICLES OF INCORPORATION

OF

T-J TECHNOLOGIES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation is T-J Technologies Inc.

ARTICLE II - EXISTENCE

This Corporation shall commence its existence on the date of subscription and acknowledgment of these Articles and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III - NATURE OF BUSINESS

The general purposes for which this Corporation is organized are:

- (a) To purchase, acquire, hold, improve, develop, sell, convey, assign, release, mortgage, encumber, lease, subdivide and deal in real estate of every kind and nature, improved and unimproved.
- (b) To act as nominee or agent for the purpose of land acquisition, development, sales or financing.
- (c) To act as a general partner in any limited partnership created under or by the laws of the State of Florida, or any other State or government, which will engage in activities contemplated by this Article and to perform all services necessary or desirable in connection therewith, to act as nominee for the purpose of acquiring, financing and transferring real and personal property.
- (d) To buy, own, hold, sell, lease, assign, pledge or encumber any stores, businesses, corporations, plants, lands or any other properties, real, personal, intangible or mixed, which can be used for any of the above purposes now or in the future, or which can now or may produce any benefit or profit to this Corporation of any kind, type or nature whatsoever.
- (e) To subscribe or cause to be subscribed for, purchase or otherwise acquire, hold for investment, sell, assign, transfer, mortgage, pledge, exchange, distribute or otherwise dispose of the whole or any part of the shares of capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, notes or other evidences of indebtedness of any corporation, stock company or association now or hereafter existing, and whether created by or under the laws of the State of Florida, or otherwise, and while owners of any of said shares of capital stock or bonds or other real property, to exercise all the rights, powers and

privileges of ownership of every kind and description, including the right to vote thereon, with power to designate some person for that purpose from time to time to the same extent as natural persons might or could do.

To purchase or otherwise acquire, lease, assign, mortgage, pledge or otherwise dispose of any trade names, trademarks, concessions, inventions, formulae, improvements, processes of any nature whatsoever, copyrights and Letters of Patent of The United States and of foreign countries, and to accept and grant license thereunder.

- (g) To purchase, hold, sell and re-issue the shares of its own capital stock.
- (h) To buy, lease or otherwise acquire, so far as may be permitted by law, the whole or any part of the business, good will, or assets of any person, firm, association or corporation (either foreign or domestic) engaged in a business of the same general character as that for which this Corporation is organized.
- (i) Without any particular limiting of any of the objects and powers of the Corporation to do all things hereinbefore enumerated, and also to issue or exchange stocks, bonds and other obligations in payment for property purchased or acquired by it, or for any other object in or about its business, to borrow money without limit, to mortgage or pledge its franchises, real or personal property, income and profits accruing to it, any stocks, bonds or other obligations, or any property which may be acquired by it, and to secure any bonds or other obligations by it issued or incurred.

To carry on any business whatsoever which the Corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated, directly or indirectly, to promote the interests of this Corporation or to enhance the value of its property, to conduct its business in this state, in other states, in the District of Columbia, in the territories or colonies of the United States, and in foreign countries, and to hold, purchase, mortgage and convey real and personal property, either in or out of the State of Florida, and to have and to exercise all the powers conferred by the laws of the State of Florida upon corporations formed under the Act pursuant to and under which this Corporation is formed.

- (k) To conduct and transact any and all lawful business or activity for which a corporation may be created under the provisions of Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 750 shares of common stock, each having a par value of One - Hundredth of One Dollar (\$0.01).

ARTICLE V - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

NAME

ADDRESS

Alfred Jones

1822 Ironwood Court
Venice, Florida 34293

ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The street address of the corporation's initial registered office is 1822 Ironwood Court, Venice, Florida 34293 and the name of the initial registered agent of this Corporation at that address is ALFRED JONES. This is also the principal office and mailing address of the Corporation.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) directors initially. The number of directors may be increased from time to time by amendment to the Bylaws. The name and address of the initial directors are:

NAME

ADDRESS

ALFRED JONES

1822 Ironwood Court
Venice, Florida 34293

MARJORIE JONES

1822 Ironwood Court
Venice, Florida 34293

ANNETTE JONES

1822 Ironwood Court
Venice, Florida 34293

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal Bylaws of this Corporation shall be vested in

either the Board of Directors or the shareholders; provided, however, the Board of Directors may not alter, amend or repeal any Bylaw adopted by the shareholders if the shareholders specifically provide that the Bylaw is not subject to alteration, amendment or repeal by the Board of Directors.

ARTICLE IX - INDEMNIFICATION

The Corporation may indemnify any officer or director, or any former officer or director, to the full extent permitted by law with any such indemnification to be provided in the Bylaws of this Corporation, as amended from time to time.

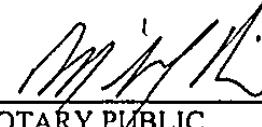
WITNESS my hand and seal to Sarasota, Florida this 3rd day of September, 1996.


ALFRED JONES

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing Articles of Incorporation were acknowledged before me on this 3rd day of September, 1996 by ALFRED JONES, who is personally known to me and who did not take an oath.




NOTARY PUBLIC

MICHAEL HRIC
(Name of Notary printed, typed or stamped)

My Commission Expires: 6-10-99

Acceptance by Registered Agent of such designation and agreement to perform the duties of such office is attached hereto and is incorporated as an integral part of these Articles of Incorporation..

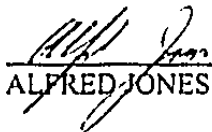
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is T-J TECHNOLOGIES, INC.
2. The name and address of the registered agent and office is:

Alfred Jones
1822 Ironwood Court
Venice, Florida 34293

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.


ALFRED JONES

9/3/96
DATE

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96 SEP -6 AM 11:17
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

P9 6000074455

Michael Hric, P.A.

Attorney at Law

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

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Total:	\$210.00

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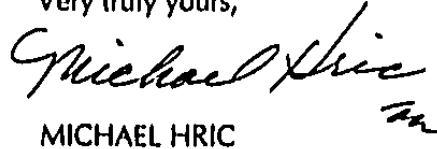
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merger
sf 9/9/96

CORPORATE RECORDS BUREAU
Division of Corporations
Department of State
Page 2
September 4, 1996

Should you have any questions, please feel free to contact our office. Thank you for your assistance in this matter.

Very truly yours,


MICHAEL HRIC

MH/mdh
Enclosures

**ARTICLES OF MERGER
Merger Sheet**

MERGING: -----

T-J TECHNOLOGIES, INC., a nonqualified Ohio corp.

INTO

T-J TECHNOLOGIES, INC., a Florida corporation, P96000074455.

File date: September 6, 1996

Corporate Specialist: Susan Payne

ARTICLES OF MERGER

FILED

Pursuant to Section 607.1105 of the Florida Business Corporation Act, T-J Technologies, Inc., a corporation organized and existing under the laws of the State of Ohio (hereinafter referred to as "Technologies" and "T-J Technologies, Inc.," a corporation organized and existing under the laws of the State of Florida (hereinafter referred to as "T-J," both hereby adopt the following Agreement and Plan of Merger for the express purpose of the merger of Technologies and T-J with T-J to survive the merger contemplated herein.

ARTICLE I

The Agreement and Plan of Merger dated the 3rd day of September, 1996, by and between Technologies and T-J, duly executed by the President and Secretary of each Corporation, was unanimously adopted by the Board of Directors and unanimously consented to and approved by the Shareholders of Technologies on ~~July 11, 1996~~ and T-J on ~~July 11, 1996~~, September 3, 1996, and T-J on September 3, 1996.

ARTICLE II

The Articles of Incorporation of T-J, as previously filed with the Department of State for the State of Florida, shall continue in full force and effect as so filed and shall not be changed, modified or amended in any manner due to the merger in contemplated herein.

ARTICLE III

The Agreement and Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth herein.

ARTICLE IV

Pursuant to Section 607.1105(1)(b) of the Florida Business Corporation Act, the effective date and time of the Merger shall be the date and time of the filing of the Articles of Merger with the Florida Department of State.

IN WITNESS WHEREOF, the parties to these Article of Merger have caused them to be duly executed by their respective authorized officers.

T-J Technologies, Inc.,
an Ohio corporation

ATTEST:

By: Maryanne Jones
As Secretary

By: [Signature]
As President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T-J Technologies, Inc.,
a Florida Corporation

ATTEST:

By: *Mary Jane Jones*
As Secretary

By: *Alfred F. Jones*
As President

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 3rd day of October, 1996, by Alfred F. Jones as President of T-J Technologies, Inc., an Ohio corporation, and by Alfred F. Jones as President of T-J Technologies, Inc., a Florida Corporation, each of whom are personally known or produced _____ for valid identification.

By: *M. H. L.*
Notary Public

Name Printed MICHAEL HAIL
Commission No: CC 462766
My commission Expires: 6-10-99



AGREEMENT AND PLAN OF REORGANIZATION

THIS AGREEMENT AND PLAN OF REORGANIZATION made this 3rd day of September, 1996 by and between T-J Technologies, Inc., a corporation organized under the laws of the state of Ohio, (hereinafter referred to as "Technologies") and T-J Technologies, Inc., a corporation organized under the laws of the State of Florida, (hereinafter referred to as "T-J").

WITNESSETH:

WHEREAS, Technologies is authorized to issue seven hundred fifty (750) shares of common stock, each having no par value, and

WHEREAS, T-J is authorized to issue seven hundred fifty (750) shares of common stock, each having a par value of \$0.01 and

WHEREAS, the Board of Directors of each Corporation respectively, deem it advisable and generally to the welfare of each Corporation and their respective Shareholders that Technologies merge into T-J under the terms and conditions hereinafter set forth, such merger to be effected pursuant to the Florida Business Act and the corporate law as now existing and in force in the State of Florida.

NOW, THEREFORE, in consideration of the premises and mutual agreements, provisions, representations, covenants and other provisions hereinafter contained, it is agreed by and between the parties hereto as follows:

1. **Reorganization.** Technologies shall be and it hereby is merged into T-J. Hereinafter, the reorganization shall be referred to as the "merger."
2. **Surviving Corporation** T-J shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Florida. The separate existence of Technologies shall cease on the Effective Date of merger except as may be required to be continued by law or in order to carry out the purposes of this Agreement. The officers and directors of Technologies shall take whatever action is deemed necessary or appropriate by them to terminate and cease its corporate existence under Ohio law.
3. **Authorized Capital.** The authorized capital stock of T-J following the Effective Date shall be seven hundred fifty (750) shares of common stock, each having a par value of \$0.01.
4. **Certificate of Articles.** The purpose, the registered agent, the address of the registered office, number of Directors and the capital stock of T-J shall be as appears in the Articles of Incorporation as on file with the office of the Secretary of State of the State of Florida on the date of this Agreement until the same shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Articles of Incorporation herein upon any Shareholder or Director or officer of or upon any other person whomsoever are subject to this reservation of

power. The terms and provisions of the Articles of Incorporation are incorporated in this Agreement.

5. Bylaws. The Bylaws of T-J at the effective time of the merger shall be the Bylaws of the surviving corporation, unless and until the same shall be amended or repealed in accordance with the provisions thereof.

6. Board of Directors. The members of the Board of Directors and the officers of T-J on the Effective Date of the merger shall be those persons who were members of the Board of Directors and officers, respectively, of T-J immediately prior to said Merger Date, and such persons shall serve in such offices, respectively, for the terms provided by law or in the Bylaws, or until their respective successors are elected and qualified. If, on the Effective Date of the merger, any vacancy exists on the Board of Directors of T-J, that vacancy may be filled in the manner provided in the Bylaws of the surviving corporation.

7. Manner of Conversion. At the effective time of the merger, and without any action on the part of any holder thereof, each full share of Common Stock of Technologies, exclusive of shares held in treasury, if any, shall be converted into and become one full share of T-J Common Stock, and each fractional share of Common Stock, exclusive of fractional shares held in the treasury, of Technologies shall be converted into and become an equivalent fractional share of Common Stock of T-J and

8. Rights of Shareholders. On and after the Effective Date of merger, each holder of a certificate or certificates which theretofore represented shares of Common Stock of Technologies to have any rights as a Shareholder of Technologies except such as expressly reserved to such Shareholders by statute, and each outstanding certificate which theretofore represented share of Common Stock of Technologies shall, for all purposes, represent an equal number of shares of Common Stock of T-J. On and after the Effective Date of merger, any holder of a certificate or certificates which theretofore represented shares of Common Stock of Technologies may, but shall not be required to, surrender the same to the Transfer Agent of T-J and shall thereupon be entitled to receive, in exchange therefor a certificate or certificates representing the number of share of Common Stock of T-J into which the shares of Common Stock of Technologies theretofore represented by such certificate or certificates shall have been converted.

9. Right and Liabilities of Surviving Corporation. At and after the effective time of the merger, T-J shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers and franchises, both public and private, and all of the property, real, personal and mixed, of each of the Corporation; all debts due to either of said Corporations, on whatever account, shall be vested in T-J as they were of the respective Corporations; all rights of creditors and all liens upon any property of either of said Corporation shall be preserved unimpaired, limited in lien to the property affected by such lien at the effective time of the merger; a all debts, liabilities and duties of the respective corporations shall thenceforth attach to T-J and may be enforced against it to the extent as if such debts, liabilities and duties have been incurred or

contracted by it; and T-J shall indemnify and hold harmless the officers and Directors of each of the corporations against all such debts, liabilities and duties and against all claims and demands arising out of the merger.

10. Further Assurance of Title. As and when requested by T-J or by its successors or assigns, Technologies will execute and deliver or cause to be executed and delivered all such deeds and instruments and will take, or cause to be taken, all such further actions as T-J may deem necessary or desirable in order to vest in and confirm to T-J title to the possessions of any property of either of said Corporations acquired by reason or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof, and the officers and Directors of Technologies and the officers and Directors of T-J are fully authorized in the name of Technologies or otherwise to take any and all such action. As and when requested by the present Shareholders, Directors and Officers of T-J, the Board of Directors and officers of Technologies, in the name of and on behalf of Technologies agree to take such action or execute and delivery such documents or instruments to the Shareholder of T-J as said Shareholders may deem necessary or appropriate to carry out and effect this Agreement and Plan of Reorganization.

11. Shareholder Approvals. This agreement shall be submitted to the Shareholders at T-J for their consent and approval in accordance with the Florida Business Corporation Act or for consideration at a meeting of Shareholders in accordance with the Florida Business Corporation Act on July 30, 1996 or such later date as the Board of Directors of T-J shall approve. This Agreement shall also be submitted to the Shareholders of Technologies for their consent and approval in accordance with corporate law now existing and in force in the State of Ohio on July 30, 1996 or such alter date as the Board of Directors of Technologies shall approve. If adopted and approved in accordance with the laws of each state as promptly as possible thereafter, the fact that this Agreement has been adopted and approved as above provided, shall be certified by their respective secretaries and this Agreement and appropriate Article of Merger shall be signed, acknowledged and filed pursuant to the laws of the State of Florida and Ohio.

12. Effective Date and Time of Merger. The merger of Technologies to T-J shall become effective on the date and at the time this Agreement and the appropriate Articles of Merger and filed with the office of the Secretary of State of the State of Florida.

13. Plan of Reorganization. This Agreement and Plan or Reorganization constitutes a Plan or Reorganization to be carried out in the manner, and on the terms, and subject to the conditions set forth herein, and is intended by the parties to qualify as a reorganization described in an contemplated by Section 368(a)(1)(F) of the Internal Revenue Code of 1986.

14. Termination. This Agreement and Plan or Reorganization may be terminated and abandoned by action of the Board of Directors of Technologies or T-J at any time prior to the Effective Date, whether before or after approval by the Shareholders of the two corporate parties hereto.

15. Entire Agreement. This Agreement embodied the entire agreement between the parties hereto. There have been and are not agreement, covenants, representations or warranties between the parties other than those expressly state or expressly proved for in this Agreement.

16. Successors. This Agreement shall inure to the benefit of and be binding upon Technologies and T-J and their respective successors and assigns; nothing in this Agreement, expressed or implied, is intended to confer upon any other person any right or remedy upon or by reason of this Agreement.

17. Real Property. T-J and Technologies each represent and warrant that it owns no real property.

18. Subsidiaries. Each corporation a party hereto represents and warrants to the other that it has no subsidiary of any kind or nature.

19. Law. This Agreement and Plan or Reorganization shall be interpreted in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, each of the corporate parties hereto, pursuant to authority duly granted by the Board of Directors has caused this Agreement and Plan or Reorganization to be executed by the President and Secretary of each respective party and its corporate seal to be hereunto affixed.

T-J Technologies, Inc.,
an Ohio corporation

ATTEST:

By: Margaret Jones
As Secretary

By: Robert Jones
As President

T-J Technologies, Inc.,
a Florida Corporation

ATTEST:

By: Margaret Jones
As Secretary

By: Robert Jones
As President