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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: ENGLISH, MCCAUGHAN & O'BRYAN, P.A.
CONTACT: DEBRA H CHERYSTLE
PHONE: (954)462-3300

ACCT#: 076067004147

FAX #: (954)763-2439

NAME: ASSOCIATED COMPOSITE, INC.

AUDIT NUMBER.....H98000014942

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0

PAGES..... 4

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TALLAHASSEE, FLORIDA

Merger
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ARTICLES OF MERGER
Merger Sheet

MERGING:

AVTEC MANAGEMENT GROUP, INC., a Florida corporation, P96000090318

INTO

ASSOCIATED COMPOSITE, INC., a Florida corporation, P96000090162

File date: August 12, 1998

Corporate Specialist: Darlene Connell

08/12/98 11:50 FAX 9547632439

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8/12/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: ENGLISH, MCCAUGHAN & O'BRYAN, P.A.
CONTACT: DEBRA H CHRYSTIE
PHONE: (954)462-3300

ACCT#: 076067004147

FAX #: (954)763-2439

NAME: ASSOCIATED COMPOSITE, INC.

AUDIT NUMBER.....H98000014942

DOC TYPE.....MERGER OR SHARE EXCHANGE

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(904)922-3709 08/12/98 14:58 Florida Department pl /1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 12, 1998

AVTEC MANAGEMENT GROUP, INC.
9737 NW 41ST STREET STE 215
MIAMI, FL 33178

SUBJECT: AVTEC MANAGEMENT GROUP, INC.
REF: P96000090318

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

The Articles of Merger were not submitted. The Articles of Merger must be filed pursuant to 607.1105, F.S.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H98000014942
Letter Number: 098A00041962

FAX AUDIT NO. H98000014942

**ARTICLES OF MERGER
OF
AVTEC MANAGEMENT GROUP, INC., A FLORIDA CORPORATION,
WITH AND INTO
ASSOCIATED COMPOSITE, INC., A FLORIDA CORPORATION**

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98 AUG 12 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER between AVTEC MANAGEMENT GROUP, INC., a Florida corporation ("Avtec") and ASSOCIATED COMPOSITE, INC., a Florida corporation ("Associated").

Pursuant to s. 607.1105 of the Florida Business Corporation Act (the "Act") Avtec and Associated adopt the following Articles of Merger.

1. The Plan of Merger is attached to these Articles as Exhibit "A" and incorporated by reference as if fully set forth herein.

2. Pursuant to Section 607.1105(1)(b) of the Act, the date and time of the effectiveness of the merger shall be on the date and time of filing of these Articles of Merger with the Secretary of State of the State of Florida.

3. The Plan of Merger dated as of August 12, 1998 ("Plan of Merger") setting forth the terms and conditions of the merger of Avtec with and into Associated was approved and adopted by all of the Shareholders and the sole Director of Avtec by Written Consent dated as of August 12, 1998, and was approved and adopted by the sole Shareholder and the sole Director of Associated by Written Consent dated as of August 12, 1998.

IN WITNESS WHEREOF, the parties have set their hands as of the 12th day of August, 1998.

AVTEC MANAGEMENT GROUP, INC.,
a Florida corporation

By


EDWARD COLLINS, President

ASSOCIATED COMPOSITE, INC.,
a Florida corporation

By


EDWARD COLLINS, President

PREPARED BY: Laura M. Holm, Esquire
100 N.E. Third Avenue, Suite 1100
Fort Lauderdale, FL 33301
(954) 462-3300 — Fla. Bar No. 993646

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FAX AUDIT NO. H98000014942

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EXHIBIT "A"

**PLAN OF MERGER
OF
AVTEC MANAGEMENT GROUP, INC., A FLORIDA CORPORATION
WITH AND INTO
ASSOCIATED COMPOSITE, INC., A FLORIDA CORPORATION**

This is a Plan of Merger ("Plan of Merger") between AVTEC MANAGEMENT GROUP, INC., a Florida corporation (the "Merged Corp."), and ASSOCIATED COMPOSITE, INC., a Florida corporation (the "Surviving Corp."), (collectively the "Constituent Corporations"). This Plan of Merger, in accordance with Section 607.1101 of the Florida Statutes and Section 368(a)(1) of the Internal Revenue Code, is adopted as follows:

1. Merger. AVTEC MANAGEMENT GROUP, INC., shall be merged with and into ASSOCIATED COMPOSITE, INC., in accordance with the laws of the State of Florida. The name of the Surviving Corporation shall be ASSOCIATED COMPOSITE, INC.
2. Articles of Incorporation. The Articles of Incorporation of Surviving Corp., as in effect immediately before the Effective Date of the merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.
3. Conversion of Stock. Each share of Merged Corp.'s Common Stock issued and outstanding on the Effective Date and all rights in respect thereof, shall, by virtue of the merger and without any action on the part of the holders, be converted into 100 shares of the presently authorized and unissued shares of the Common Stock of Surviving Corp.; provided that no fractional share of Surviving Corp. Common Stock shall be issued or exchanged for shares of Merged Corp.'s Common Stock.
4. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock into which shares of Merged Corp.'s stock shall have been converted and become exchangeable for under this Plan of Merger shall be deemed to have been paid in full satisfaction of such converted shares.
5. Effect of Merger. On the Effective Date, the separate corporate existence of Merged Corp. shall cease, and Surviving Corp. shall be fully vested in and shall succeed, without other transfer, to all the rights, privileges, immunities, powers, franchises and property of Merged Corp. and shall be subject to all the debts, restrictions, liabilities, disabilities, and duties of the Merged Corp. in the same manner as if the Surviving Corp. had itself incurred them. The Surviving Corp. will carry on business with the assets of Merged Corp., as well as with the assets of Surviving Corp. All rights of creditors and all liens on the property of each constituent corporation shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the merger.

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6. Supplemental Action. If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan of Merger, the appropriate officers of Surviving Corp. or Merged Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan of Merger.

7. Filing with the Florida Secretary of State and Effective Date. Upon the closing, as provided in the Articles of Merger of which this Plan of Merger is a part, Merged Corp. and Surviving Corp. shall cause their appropriate Officers to execute Articles of Merger in the form attached to this Plan of Merger and upon such execution this Plan of Merger shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with Section 607.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be the filing date of the Articles of Merger with the Secretary of State of Florida.

8. Amendment and Waiver. Any of the terms or conditions of this Plan of Merger may be waived at any time by one of the Constituent Corporations which is, or the Shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the Shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with Section 607.1103 of the Act.

9. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan of Merger may be terminated and the merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

FAX AUDIT NO. H98000014942

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IN WITNESS WHEREOF, the parties have set their hands as of the 12th day of August, 1998.

AVTEC MANAGEMENT GROUP, INC., a
Florida corporation

By: 
EDWARD COLLINS, President

ASSOCIATED COMPOSITE, INC.,
a Florida corporation

By: 
EDWARD COLLINS, President

FAX AUDIT NO. H98000014942