



P96000094112

ACCOUNT NO. : 072100000032

REFERENCE : 371651 4802694

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pijet

FILED
DEC 14 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 14, 2001

ORDER TIME : 10:36 AM

ORDER NO. : 371651-005

CUSTOMER NO: 4802694

CUSTOMER: Ms. Lori Lee
Edwards & Angell
2800 Bankboston Plaza

Providence, RI 02903

EFFECTIVE DATE
12/31/01

RECEIVED
01 DEC 14 AM 11:33
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

ACCON, INC.

INTO

800004726368--8

A.T. WALL COMPANY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
Merger Sheet

MERGING:

ACCON, INC., a Florida corporation P96000094112
,

INTO

A.T. WALL COMPANY, a Rhode Island entity not qualified in Florida.

File date: December 14, 2001, effective December 31, 2001

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Amount charged: 70.00

ARTICLES OF MERGER
(Profit Corporations)

EFFECTIVE DATE
12/31/01

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

A.T. Wall Company

Rhode Island

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Accon, Inc.

Florida

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR 12 / 31 / 01 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 10/25/01

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____
and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 10/25/01

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____
and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED
01 DEC 14 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation Signature Typed or Printed Name of Individual & Title

A.T. Wall Company



C.T. CHWALEK, TREASURER

Accon, Inc.



Peter C. Frost - President

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

A.T. Wall Company

Rhode Island

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Accon, Inc.

Florida

Third: The terms and conditions of the merger are as follows:

See Exhibit A attached hereto and made a part hereof.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See Exhibit A attached hereto and made a part hereof.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

N/A

OR

Restated articles are attached:

N/A

Other provisions relating to the merger are as follows:

N/A

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (hereinafter referred to as the "Agreement") dated as of the 31st of December, 2001 between A.T. Wall Company, a Rhode Island corporation (hereinafter referred to as the "Surviving Corporation") and Accon, Inc., a Florida corporation (hereinafter referred to as the "Merged Corporation") (the Merged Corporation and the Surviving Corporation are hereinafter collectively referred to as the "Constituent Corporations").

WITNESSETH:

WHEREAS, the Surviving Corporation is a corporation duly organized and existing under the laws of the State of Rhode Island; and

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

WHEREAS, all of the outstanding capital stock of each of the Constituent Corporations are held by ATW Companies, Inc., a Rhode Island corporation (the "Sole Shareholder"); and

WHEREAS, the Sole Shareholder and the Board of Directors of each of the Constituent Corporations deem it advisable and to the advantage, welfare and best interests of said corporations that the Merged Corporation be merged into the Surviving Corporation under and pursuant to Section 607.1107 of the Florida Business Corporation Act and Section 7-1.1-70 of the Rhode Island Business Corporation Act.

NOW, THEREFORE, in consideration of the mutual covenants and subject to the terms and conditions hereinafter set forth, the Constituent Corporations agree as follows:

1. Merger. The Merged Corporation shall merge with and into the Surviving Corporation, which shall be the surviving corporation.

2. Terms and Conditions. On the effective date of the merger, the separate existence of the Merged Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal and mixed, of the Merged Corporation, without the necessity for any separate transfers. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Merged Corporation, and neither the rights of creditors nor any liens on the property of the Merged Corporation shall be impaired by the merger.

3. Conversion of Shares. The manner and basis of converting each issued share of the Merged Corporation, on the effective date of the merger, into interests of the Surviving Corporation are as follows:

(a) The shares of capital stock of the Merged Corporation presently owned by the Sole Shareholder shall be canceled, and no payment shall be made with respect thereto; and

(b) The shares of capital stock of the Surviving Corporation presently owned by the Sole Shareholder shall remain unchanged and shall continue to be held by the Sole Shareholder on the effective date of the merger.

4. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation, as in effect on the date of the merger, shall continue to be the Articles of Incorporation of said Surviving Corporation following the effective date of the merger, until further amended and changed pursuant to the provisions of the Rhode Island Business Corporation Act.

5. By-laws. The by-laws of the Surviving Corporation shall continue to be its by-laws following the effective date of the merger.

6. Purposes of Surviving Corporation. The purposes set forth in the Articles of Incorporation of the Surviving Corporation, as in effect on the date of the merger, shall continue in full force and effect as the purposes of the Surviving Corporation following the effective date of the merger.

7. Board of Directors. The Board of Directors of the Surviving Corporation on the effective date of the merger shall continue as the Board of Directors of the Surviving Corporation following the merger for the full and unexpired terms of their offices and until their successors have been elected and appointed.

8. Approval of Board of Directors. This Agreement has been approved by the Board of Directors of the Merged Corporation in accordance with the provisions of Sections 607.1101 and 607.1103 of the Florida Business Corporation Act, and has been approved by the Board of Directors of the Surviving Corporation pursuant to Section 7-1.1-65 of the Rhode Island Business Corporation Act.

9. Approval of Sole Shareholder. This Agreement has been approved by the Sole Shareholder of the Merged Corporation in accordance with the provisions of Section 607.1103 of the Florida Business Corporation Act, and has been approved by the Sole Shareholder of the Surviving Corporation pursuant to Section 7-1.1-67 of the Rhode Island Business Corporation Act.

10. Effective Time and Date of the Merger.


(a) The effective time and date of this Agreement, and the time and date when the merger thereon agreed upon shall become effective, shall be December 31, 2001.

(b) The identity, existence, purposes, powers, objects, franchises, rights and immunities of the Surviving Corporation shall continue unaffected and unimpaired by the merger hereby provided for; and the corporate identity, existence, purposes, powers, objects, franchises, rights, and immunities of the Merged Corporation shall be continued in and merged into the Surviving Corporation and the Surviving Corporation shall be fully vested therewith.

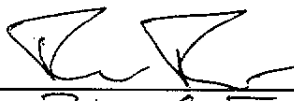
[remainder of page intentionally left blank]

IN WITNESS WHEREOF, each of the Constituent Corporations party hereto, pursuant to authority duly granted by the respective Board of Directors and Sole Shareholder of the respective Constituent Corporations, has caused this Agreement to be executed by its duly authorized officer.

A.T. WALL COMPANY
(a Rhode Island corporation)

By: 
Name: C.T. CHWALEK
Its: TREASURER

ACCON, INC.
(a Florida corporation)

By: 
Name: Peter C. Frost
Its: President