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AUDIT NUMBER.....H97000005226

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ARTICLES OF MERGER
Merger Sheet

MERGING:

M&M ELECTRONICS, INC., an Alabama corporation not qualified in Florida

INTO

INTELEC SYSTEMS, INC., a Florida corporation, P97000018584

File date: March 31, 1997, effective April 1, 1997

Corporate Specialist: Steven Harris

H97-5226

ARTICLES OF MERGER
OF

EFFECTIVE DATE

4-1-97

M&M ELECTRONICS, INC.
(An Alabama Corporation)
With and into
INTELEC SYSTEMS, INC.
(A Florida Corporation)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1103 of the Florida Business Corporation Act, the following Articles of Merger are adopted by M&M Electronics, Inc. ("M&M"), and Intelec Systems, Inc. ("ISI"):

1. A true and correct copy of the Agreement and Plan of Merger (the "Plan of Merger") between M&M and ISI is attached hereto as Exhibit "A" and incorporated herein by reference.

2. The effective date of the merger is 12:00 p.m., Eastern Standard Time, April 1, 1997 (the "Effective Date").

3. The Plan of Merger was duly adopted by written consent of the sole shareholder of ISI on January 1, 1997, and by the shareholders of M&M, on January 1, 1997.

4. Upon the Effective Date of the merger, M&M will cease its corporate existence and ISI will be the surviving corporation of the merger.

IN WITNESS WHEREOF, the undersigned corporations have caused these Articles of Merger to be executed by their duly authorized officers on this 27 day of March, 1997.

M&M ELECTRONICS, INC.
An Alabama Corporation

INTELEC SYSTEMS, INC.
A Florida Corporation

By: Michael B. McDowell
Name: MICHAEL B. MCDOWELL
Title: PRESIDENT

By: Michael B. McDowell
Name: MICHAEL B. MCDOWELL
Title: PRESIDENT

James W. Goodwin, Esq., #375519
Macfarlane Ferguson & McMullen
P.O. Box 1531
Tampa, Florida 33601
(813) 273-4337

H97-5226

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into as of this 1st day of January, 1997 by and between M&M ELECTRONICS, INC., a corporation organized and existing under the laws of the State of Alabama, with its principal office located in Tampa, Florida ("M&M"), and INTELEC SYSTEMS, INC., a corporation organized and existing under the laws of the State of Florida, with its principal office located in Tampa, Florida ("ISI").

PREAMBLE

Reason for Merger

In order to change the state of incorporation from Alabama to Florida and for other valid corporate purposes, the Boards of Directors of M&M and ISI, respectively, have determined that it is in the best interests of M&M and ISI to merge M&M with and into ISI.

NOW THEREFORE, in consideration of the premises and the mutual representations, warranties and agreements herein contained, the parties hereby agree as follows:

ARTICLE I THE MERGER

1.01 Merger.

(a) Subject to the terms and conditions of this Agreement, at the date and time at which the Merger becomes effective as provided in Section 1.03 of this Agreement (the "Effective Time"), M&M shall be merged with and into ISI in accordance with the provisions of the Florida Business Corporation Act (the "BCA") (the "Merger"). The separate corporate existence of M&M shall thereupon cease and ISI shall be the surviving corporation in the Merger (the "Surviving Corporation") and shall continue to be governed by the laws of the State of Florida.

1.02 Time and Place of Closing. The closing of the transactions contemplated hereby (the "Closing") will take place at the offices of Macfarlane Ferguson & McMullen P.A. at 10:00 a.m. on the date that such Effective Time (as defined in section 1.03) occurs, or at such other time, and at such other place, as may be mutually agreed upon by M&M and ISI.

1.03 Effective Time. The Merger shall become effective on the date and at the time on which articles of merger containing the provisions required by, and executed in accordance with the BCA (the "ISI Articles of Merger") shall have been accepted for filing by the Secretary of State of the State of Florida (or such later date and time as may be specified in such Articles).

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 TALLAHASSEE, FLORIDA

ARTICLE II TERMS OF MERGER

2.01 Articles of Incorporation. The articles of incorporation of ISI in effect immediately prior to consummation of the Merger shall be the articles of incorporation of the Surviving Corporation until otherwise amended or repealed.

2.02 Bylaws. The bylaws of ISI in effect immediately prior to consummation of the Merger shall be the bylaws of the Surviving Corporation until otherwise amended or repealed.

2.03 Directors and Officers. At the Effective Time, the sole director and officer of the Surviving Corporation shall be Michael B. McDowell, who shall from that time forward hold all such offices until otherwise removed or replaced in accordance with the Surviving Corporation's bylaws and applicable law.

ARTICLE III MANNER OF CONVERTING SHARES

3.01 Conversion. Subject to the provisions of this Article III, at the Effective Time, by virtue of the Merger and without any action on the part of the holders thereof, each issued and outstanding share of the common stock of M&M will be canceled on the books of the Surviving Corporation. Each of the shares of M&M common stock, par value \$0.01 per share ("M&M Common Stock") issued and outstanding immediately prior to the Effective Time shall be exchanged for one newly issued share of the common stock of the Surviving Corporation, par value \$0.01 per share ("New Common Stock").

ARTICLE IV EXCHANGE OF SHARES

4.01 Exchange procedures. To obtain shares of New Common Stock in exchange for M&M Common Stock as contemplated by the Merger, shareholders of M&M Common Stock must surrender their shares duly endorsed for transfer to the Surviving Corporation.

ARTICLE V TERMINATION

5.01 Termination. Notwithstanding any other provision of this Agreement, and notwithstanding the approval of this Agreement, the Merger and the other transactions contemplated hereby by the stockholders of M&M and ISI, this Agreement may be terminated and the Merger abandoned at any time prior to the Effective Time by mutual consent of the Board of Directors of M&M and ISI; or

5.02 Effect of Termination. In the event of the termination and abandonment of this Agreement pursuant to Section 5.01, this Agreement shall become void and have no effect and

no party shall have any obligation to the other parties hereto with respect to this Agreement.

ARTICLE VI GENERAL PROVISIONS

6.01 **Governing Law.** This Agreement shall in all respects be governed by and construed in accordance with the laws of the State of Florida.

6.02 **Counterparts.** This Agreement may be executed in one or more counterparts, each of which shall be deemed to constitute an original, but all of which together shall constitute one and the same instrument.

6.03 **Captions.** The captions contained in this Agreement are for reference purposes only and are not part of this Agreement.

IN WITNESS WHEREOF, M&M and ISI have caused this Agreement to be signed by their respective officers thereunto duly authorized, all as of the date first written above.

M&M ELECTRONICS, INC.

By: Michael B. McDowell
Name: Michael B. McDowell
Title: PRESIDENT

INTELEC SYSTEMS, INC.

By: Michael B. McDowell
Name: MICHAEL B. McDowell
Title: PRESIDENT