

P97000052082



ACCOUNT NO. : 072100000032
REFERENCE : 559062 164228A
AUTHORIZATION : Patricia Pizito
COST LIMIT : \$ 78.75

FILED
2001 DEC 28 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 28, 2001
ORDER TIME : 12:08 PM
ORDER NO. : 559062-005
CUSTOMER NO: 164228A

100004742851 --0

CUSTOMER: Steven P. Kushner, Esq
Steven P. Kushner, P.A.
Suite 202
1375 Jackson Street
Fort Myers, FL 33901

ARTICLES OF MERGER

CONERY ENTERPRISES, INC.

INTO

DIVERSIFIED ENGINE REPAIR,
INC.

C. Coulliette DEC 28 2001

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS: 01 DEC 28 PM 12:53

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED

ARTICLES OF MERGER
Merger Sheet

MERGING:

CONERY ENTERPRISES, INC., a Florida corporation P98000091054

,

INTO

DIVERSIFIED ENGINE REPAIR, INC. which changed its name to

DIVERSIFIED POWER, INC., a Florida entity, P97000052082

File date: December 28, 2001

Corporate Specialist: Annette Ramsey

**ARTICLES OF MERGER
OF DIVERSIFIED ENGINE REPAIR, INC.,
a Florida corporation
WITH
CONERY ENTERPRISES, INC.,
a Florida corporation**

FILED
2001 DEC 28 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, Diversified Engine Repair, Inc, a Florida corporation, that is closely held, having but a single shareholder, Douglas E. Johnson, is a business entity providing certain mechanical and repair services for various types of engines and equipment; and

WHEREAS, Conery Enterprises, Inc, a Florida corporation, is also closely held, having but a single shareholder, Douglas E. Johnson, is a business entity providing service and sales of small motors and providing related services for various types of engines and equipment; and

WHEREAS, Douglas E. Johnson, the sole Director of each of Diversified Engine Repair, Inc, and Conery Enterprises, Inc, has studied the benefits to be obtained by merging the two corporations, given the similarity of their businesses and given the monetary benefits that would result from such merge;

Upon submittal of recommendation by the Director of each of the said corporations, and approval by the sole shareholder of each such corporation, the two said corporations having approved the merger of the corporations, and having directed the filing of documents of merger with the Secretary of State for the State of Florida, and having directed and approved that the name of the surviving corporation, subsequent to the merger, shall be:

DIVERSIFIED POWER, INC.

and that the principal office of the corporation shall remain 3450 Metro Parkway, Unit 7, Fort Myers, Florida 33916, and the resident agent shall remain Douglas E. Johnson, the corporations mutually file these Articles of Merger.

Operative Provisions

PURSUANT to the provisions of Sections 607.1101 and 607.1105, Florida Statutes, the DIVERSIFIED ENGINE REPAIR, INC., a Florida corporation, ("DIVERSIFIED"), and CONERY ENTERPRISES, INC., a Florida corporation, ("CONERY"), adopt the following Articles of Merger for the purpose of merging CONERY, into DIVERSIFIED, with DIVERSIFIED being the surviving corporation, having the new name DIVERSIFIED POWER, INC.

Plan of Merger

1. The Plan of Merger setting forth the terms and conditions of the merger of CONERY into DIVERSIFIED is attached hereto as Exhibit "A" and incorporated herein by reference.

Adoption of Plan

2. The Plan of Merger was approved by the Board of Directors of each of CONERY and DIVERSIFIED and was submitted to the shareholders of each corporation on December 27, 2001.

Approval of Merger

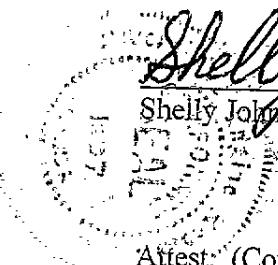
3. On December 27, 2001, Douglas E. Johnson, being the sole shareholder of DIVERSIFIED, approved the Plan of Merger. Also on December 27, 2001, Douglas E. Johnson, being the sole shareholder of CONERY, approved the Plan of Merger, merging that corporation into DIVERSIFIED. The written consent of the shareholder of DIVERSIFIED and of CONERY were issued in lieu of special meetings called for that purpose. There were no dissenting shareholders, the Plan of Merger being unanimously approved, and all mailing requirements, which might otherwise have been deemed applicable, were waived.

Effective Date

4. The Plan of Merger shall be effective as of the date of filing with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles to be signed as of December 27, 2001.


Attest: (Corporate Seal)


Shelly Johnson
Shelly Johnson, Secretary

DIVERSIFIED ENGINE REPAIR, INC.
a Florida corporation
(Surviving corporation)

By: *Douglas E. Johnson*
Douglas E. Johnson, President

Attest: (Corporate Seal)


Shelly Johnson
Shelly Johnson, Secretary


CONERY ENTERPRISES, INC.,
a Florida corporation
(Non-surviving corporation)

By: *Douglas E. Johnson*
Douglas E. Johnson, President

STATE OF FLORIDA
COUNTY OF LEE

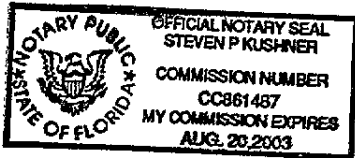
Engine Repair

The foregoing instrument was acknowledged before me this 27th day of December, 2001 by Douglas E. Johnson as President of Diversified Inc., a Florida corporation, and as President of Conery Enterprises, Inc., on behalf of said corporations. He is personally known to me and did take an oath.



Notary Public
Name: Steven P. Kushner
Certificate No. or
Serial No. _____
(SEAL)

My Commission Expires:



PLAN OF MERGER

OF

CONERY ENTERPRISES, INC.,
a Florida corporation

INTO

DIVERSIFIED POWER, INC.,
(f/k/a DIVERSIFIED ENGINE REPAIR, INC.,)
a Florida corporation

Exhibit "A"
PLAN OF MERGER

THIS PLAN OF MERGER provides for the merger of CONERY ENTERPRISES, INC., a Florida corporation ("CONERY") into DIVERSIFIED POWER, INC., a Florida corporation ("DIVERSIFIED"), formerly known as Diversified Engine Repair, Inc. As such, DIVERSIFIED shall be the surviving corporation.

Conversion of Shares

In light of the fact that there exists but a single shareholder of CONERY, that being Douglas E. Johnson, his shares of CONERY may be converted to shares of DIVERSIFIED by delivering to the Secretary of DIVERSIFIED all share certificates held by Mr. Johnson in CONERY. Upon receiving same, the Secretary of DIVERSIFIED shall (1) issue new shares of DIVERSIFIED to Mr. Brody on the basis of one-half (1/2) share of DIVERSIFIED for every share of CONERY delivered record said cancellation in the records and ledgers of DIVERSIFIED, and (2) shall arrange for cancellation of the shares of CONERY that were received from Mr. Johnson.. There being no other shareholders, no prorata issuance of shares is called for, and no persons or entities exist who would or might otherwise have had dissenter's rights.

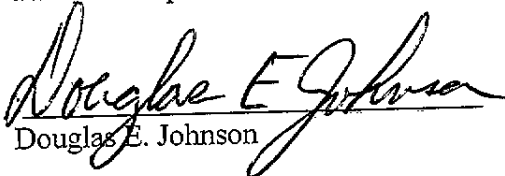
Property and Obligations

As a result of the merger, the surviving corporation, DIVERSIFIED, shall own title to all property of each and every kind owned by CONERY prior to the date of merger. Likewise, DIVERSIFIED shall thereafter be responsible and liable for all liabilities and obligations of CONERY existing prior to the date of merger. This provision shall not be deemed an attempt to circumvent any creditor's rights, claims, actions or proceedings existing prior to the date of merger, which, rather, shall be governed by §607.1106(1)(d) and (e), Florida Statutes.

Date of Plan: December 26, 2001

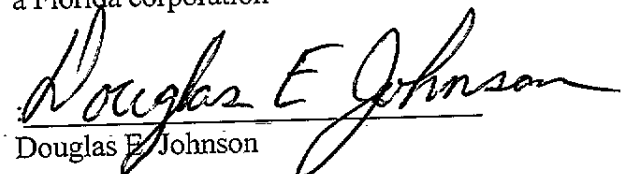
Approved December 26, 2001
by the sole Director

DIVERSIFIED POWER, INC.,
a Florida corporation


Douglas E. Johnson

Approved December 26, 2001
by the sole Director

CONERY ENTERPRISES, INC.,
a Florida corporation


Douglas E. Johnson