



P97000058521

ACCOUNT NO. : 072100000032

REFERENCE : 237231 85036A

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE : May 12, 1999

ORDER TIME : 10:20 AM

EFFECTIVE DATE
5/15/99

ORDER NO. : 237231-005

CUSTOMER NO: 85036A

100002872341--8

CUSTOMER: Jill Bixby, Legal Asst
Forlizzo & Neal
Suite 300
13577 Feather Sound Drive
Clearwater, FL 33762

ARTICLES OF MERGER

ENVIROLINE, INC.

INTO

PROACTIVE INDUSTRIES, INC.

99 MAY 12 AM 10:52
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Mimi Stephens

EXAMINER'S INITIALS:

MJR
5/12/99

ARTICLES OF MERGER
Merger Sheet

MERGING:

ENVIROLINE INC., a New Jersey corporation F97000003178

INTO

PROACTIVE INDUSTRIES, INC., a Florida corporation, P97000058521

File date: May 12, 1999, effective May 15, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 78.75

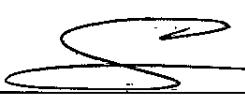
EFFECTIVE DATE
5/15/99

CERTIFICATE AND ARTICLES OF MERGER

PROACTIVE INDUSTRIES, INC., a Florida corporation, and **ENVIROLINE, INC.**, a New Jersey corporation, hereby execute these Articles of Merger and state:

1. The Agreement of Merger and Plan of Reorganization is attached hereto as Exhibit "A" (hereinafter referred to as "Plan").
2. The Effective Date of the Merger is May 15, 1999.
3. PROACTIVE INDUSTRIES, INC. has one hundred (100) shares entitled to vote on the Plan and ENVIROLINE, INC. has one hundred (100) shares entitled to vote on the Plan.
4. The Shareholders of PROACTIVE INDUSTRIES, INC. and ENVIROLINE, INC. unanimously approved the Merger on May 1, 1999.
5. The surviving corporation shall be PROACTIVE INDUSTRIES, INC., a Florida corporation.
6. PROACTIVE INDUSTRIES, INC., on and after May 15, 1999, does hereby agree that:
 - a. It may be served with process in New Jersey in any proceeding for the enforcement of any obligation of ENVIROLINE, INC. in any proceeding for the enforcement of the rights of a dissenting shareholder of ENVIROLINE, INC. against PROACTIVE INDUSTRIES, INC.; and
 - b. It irrevocably appoints the Secretary of State of the State of New Jersey as its agent to accept service of process in any such proceeding and the Secretary of State of New Jersey shall mail a copy of such process to PROACTIVE INDUSTRIES, INC., 36181 East Lake Road, Suite 132, Palm Harbor, Florida 34685; and
 - c. It will promptly pay to the dissenting shareholders of ENVIROLINE, INC. the amount, if any, to which they shall be entitled under the provisions of the New Jersey Business Corporation Act with respect to the rights of dissenting shareholders.

PROACTIVE INDUSTRIES, INC., a Florida corporation

By: 
CRAIG J. INTELISANO, President

99 MAY 12 PM 12:23
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ENVIROLINE, INC., a New Jersey corporation

By: CRAIG J. INTELISANO, President

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 1st day of May, 1999, by CRAIG J. INTELISANO, as President of PROACTIVE INDUSTRIES, INC., a Florida corporation, on behalf of the corporation. He is personally known to me.

Printed Name: Notary Public NOTARY PUBLIC - STATE OF FLORIDA
My Commission Expires: 12/22/2000 JILL R. BIXBY
COMMISSION # CC894112
EXPIRES 12/22/2000
BONDED THRU ASA 1-888-NOTARY

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 1st day of May, 1999, by CRAIG J. INTELISANO, as President of ENVIROLINE, INC., a New Jersey corporation, on behalf of the corporation. He is personally known to me.

Printed Name: _____
Notary Public
My Commission Expires: _____

NOTARY PUBLIC - STATE OF FLORIDA
JILL R. BXBY
COMMISSION # CC894112
EXPIRES 12/22/2000
BONDED THRU ASA 1-888-NOTARY1

EXHIBIT "A"

AGREEMENT OF MERGER AND PLAN OF REORGANIZATION

AGREEMENT OF MERGER AND PLAN OF REORGANIZATION (the "Plan") dated April 27, 1999, by and between ENVIROLINE, INC., a New Jersey corporation (hereinafter referred to as "Enviroline") and PROACTIVE INDUSTRIES, INC., a Florida corporation (hereinafter referred to as "Proactive").

WITNESSETH:

WHEREAS, the Boards of Directors of Enviroline and Proactive have resolved that Enviroline be merged and pursuant to the Florida Business Corporation Act ("Florida Act") and the New Jersey Business Corporation Act ("New Jersey Act") into a single corporation existing under the laws of the State of Florida, to wit, Proactive, which shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code; and

WHEREAS, the authorized capital stock of Enviroline consists of two thousand five hundred (2,500) shares of Common Stock with no par value (hereinafter referred to as "Enviroline Common Stock"), of which one hundred (100) shares are issued and outstanding; and

WHEREAS, the authorized capital stock of Proactive consists of one thousand (1,000) shares of Common Stock with a par value of \$1.00 per share (hereinafter referred to as "Proactive Common Stock"), one hundred (100) shares of which are issued and outstanding; and

WHEREAS, the respective Boards of Directors of Enviroline and Proactive have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement.

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree in accordance with the Florida Act and the New Jersey Act that Enviroline and Proactive shall be, at the Effective Date (as hereinafter defined), merged (hereinafter referred to as "Merger") into a single corporation existing under the laws of the State of Florida, to wit: Proactive, which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms and conditions relating to the Merger and the mode of carrying the same into effect.

1. Stockholders' Meetings; Filings; Effects of Merger:

- a. **Enviroline Stockholders' Meeting.** Enviroline shall call a meeting of its Stockholders to be held in accordance with the New Jersey Act at the earliest practicable date, upon due notice thereof to its Stockholders to consider and vote upon, among other matters, adoption of this Agreement.

b. Action by Craig J. Intelisano as Sole Stockholder of Proactive. On or before May 1, 1999, Craig J. Intelisano, as the sole Stockholder of Proactive, shall adopt this Agreement in accordance with the Florida Act.

c. Filing of Certificate and Articles of Merger; Effective Date. If (1) this Agreement is approved by the Stockholders of Enviroline in accordance with the New Jersey Act; (2) this Agreement has been approved by Craig J. Intelisano as the sole Stockholder of Proactive, in accordance with the Florida Act; and (3) this Agreement is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then a Certificate and Articles of Merger shall be filed and recorded in accordance with the Florida Act and New Jersey Act. Such filings shall be made on the same day. The Merger shall become effective at 9:00 a.m. on May 15, 1999, which date and time are herein referred to as the "Effective Date."

d. Certain Effects of Merger. On the Effective Date, the separate existence of Enviroline shall cease, and Enviroline shall be merged into Proactive which, as the Surviving Corporation, shall possess all the rights, privileges, powers and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of Enviroline; and all and singular, the rights, privileges, powers and franchises of Enviroline, and all property, real, persona, and mixed, and all debts due to Enviroline on whatever account, as well for stock subscriptions and all other things in action or belonging to Enviroline, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of Enviroline, and the title to any real estate vested by deed or otherwise, under the laws of Florida or New Jersey or any other jurisdiction, in Enviroline, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of Enviroline shall be preserved unimpaired, and all debts, liabilities, and duties of Enviroline shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of Enviroline or the corresponding officers of the Surviving Corporation may, in the name of Enviroline, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Corporation title to and possession of all Enviroline's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

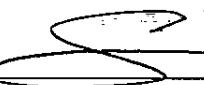
2. **Name of Surviving Corporation; Certificate of Incorporation; By-Laws:**
 - a. **Name of Surviving Corporation**. The name of the Surviving Corporation shall be PROACTIVE INDUSTRIES, INC.
 - b. **Certificate of Incorporation**. The Certificate of Incorporation of Proactive as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Certificate of Incorporation of the Surviving Corporation until changed or amended as provided by law.
 - c. **By-Laws**. The By-Laws of Proactive, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the By-Laws of the Surviving Corporation until amended as provided therein.
3. **Status and Conversion of Securities:** The manner and basis of converting the shares of the capital stock of Envioline and the nature and amount of securities of Proactive which the holders of shares of Envioline Common Stock are to receive in exchange for such shares are as follows:
 - a. **Envioline Common Stock**. Each one share of Envioline Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one fully paid share of Proactive Common Stock, and outstanding certificates representing shares of Envioline Common Stock shall thereafter represent shares of Proactive Common Stock. Such certificates may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.
4. **Miscellaneous:**
 - a. This Plan may be terminated and the proposed merger abandoned at any time before the Effective Date of the merger, and whether before or after approval of this Plan by the Shareholders of Envioline, if the Board of Directors of Envioline, or of the Surviving Corporation duly adopt a resolution abandoning this Plan.
 - b. For the convenience of the parties hereto and to facilitate the filing of this Plan, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, this Agreement has been executed by Envioline and Proactive all on the date first above written.

ENVIOLINE, INC., a New Jersey corporation

By: 
CRAIG J. INTELISANO, President

PROACTIVE INDUSTRIES, INC., a Florida corporation

By: 
CRAIG J. INTELISANO, President