

P 97000082815



PO Box 8859
Jupiter, FL 33468

Florida Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

February 7, 2000

FILED
00 FEB 11 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Attached please find the Articles of Merger, and Plan of Merger of Proton Aerospace Corporation (surviving entity) and Proton Aerospace Research & Development Inc. The Amendments to the Articles of Incorporation of the surviving entity Proton Aerospace Corporation are also attached.

Three separate checks are issued for the Filling Fees;
Proton Aerospace Corporation Filling Fee Check # 1266 in the amount of \$35.00.
Proton Aerospace Research & Development Filling Fee Check# 1108 in the amount of \$35.00.
Proton Aerospace Corporation Certified Copy Check # 1267 in the amount of \$8.75

Your prompt processing of the corporate merger is greatly appreciated.

Sincerely,

Chris Yiannas
President & Chairman of the Board
Proton Aerospace
(561) 745-8481

Merger
2-21-00
PKS

3000003133313--8
-02/11/00--01115--014
*****35.00 *****35.00

3000003133313--8
-02/11/00--01115--013
*****35.00 *****35.00

3000003133313--8
-02/11/00--01115--015
*****8.75 *****8.75

ARTICLES OF MERGER
Merger Sheet

MERGING:

PROTON AEROSPACE RESEARCH & DEVELOPMENT, INC., a Florida
corporation, P99000019440.

INTO

PROTON AEROSPACE CORPORATION, a Florida entity, P97000082815

File date: February 11, 2000

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER

(Profit Corporations)

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 is:

Name

PROTON AEROSPACE CORPORATION
6153 ADAM STR., JUPITER FL 33458

Jurisdiction

STATE OF FLORIDA
DOC No.: P97000082815
FEI No. : 65-078-3917

Second: The name and jurisdiction of each merging corporation is:

Name

1. PROTON AEROSPACE CORPORATION
6153 ADAM STR., JUPITER FL 33458

Jurisdiction

STATE OF FLORIDA
DOC No.: P97000082815
FEI No. : 65-078-3917

2. PROTON AEROSPACE
RESEARCH & DEVELOPMENT INC.
6153 ADAM STR., JUPITER FL 33458

STATE OF FLORIDA
DOC No.: P99000019440
FEI No.: 65-089-5997

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

Fifth: Adoption of Merger by surviving corporation

The Plan of Merger was adopted by the board of directors of the surviving corporation on 23 DECEMBER, 1999 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 23 DECEMBER, 1999 and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED
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CLERK OF STATE
TALLAHASSEE FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

PROTON AEROSPACE CORPORATION

Chris Yiannas
Patrick Sheehan

CHRIS YIANNAS - CHAIRMAN OF THE BOARD

PATRICK SHEEHAN - BOARD MEMBER

PROTON AEROSPACE RESEARCH & DEVELOPMENT INC

Chris Yiannas
Patrick Sheehan

CHRIS YIANNAS - CHAIRMAN OF THE BOARD

PATRICK SHEEHAN - BOARD MEMBER

Margherita Scozzafava



Margherita Scozzafava
MY COMMISSION # CC628600 EXPIRES
March 10, 2001

02-07-2000
Palm Beach County, Fla

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 is:

<u>Name</u>	<u>Jurisdiction</u>
PROTON AEROSPACE CORPORATION 6153 ADAM STR., JUPITER FL 33458	STATE OF FLORIDA DOC No.: P97000082815 FEI No.: 65-078-3917

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
1. PROTON AEROSPACE CORPORATION 6153 ADAM STR., JUPITER FL 33458	STATE OF FLORIDA DOC No.: P97000082815 FEI No.: 65-078-3917

2. PROTON AEROSPACE RESEARCH & DEVELOPMENT INC. 6153 ADAM STR., JUPITER FL 33458	STATE OF FLORIDA DOC No.: P99000019440 FEI No.: 65-089-5997
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Third: The terms and conditions of the merger are as follows:

AS APPROVED BY THE BOARD OF DIRECTORS OF THE RESPECTIVE CORPORATIONS DECEMBER 23, 1999

1. THE BOARD OF DIRECTORS OF PROTON AEROSPACE CORPORATION APPROVE THE ISSUANCE OF THE FOLLOWING STOCK
 - A. CHRIS YIANNAS - 12,500 SHARES OF PROTON AEROSPACE CORPORATION
 - B. PATRICK SHEEHAN - 12,500 SHARES OF PROTON AEROSPACE CORPORATION
2. ALL ASSETS OF PROTON AEROSPACE RESEARCH & DEVELOPMENT INC BECOME PROPERTY OF PROTON AEROSPACE CORPORATION
3. PROTON AEROSPACE CORPORATION CREATES A DIVISION PROTON AEROSPACE RESEARCH & DEVELOPMENT Co.
FOR BASIC R&D AND CONSULTING

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:

NO SHARES OF PROTON AEROSPACE RESEARCH & DEVELOPMENT INC ISSUED.
Mr. CHRIS YIANNAS & Mr. PATRICK SHEEHAN
BEING THE SOLE MEMBERS & INCORPORATORS
& EQUITY HOLDERS & BOARD MEMBERS APPROVE
THE MERGER UNDER TERMS OF ITEM 3 ABOVE
(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:

See attached

Other provisions relating to the merger are as follows:

*THE BOARD OF DIRECTORS OF PROTON AEROSPACE
CORPORATION ON 23 DECEMBER, 1999
APPROVES THE CREATION OF A CORPORATE DIVISION*

*PROTON AEROSPACE RESEARCH & DEVELOPMENT Co.
FOR BASIC R&D, AND CONSULTING SUBJECT TO THE FOLLOWING:*

- 1. THE BOARD OF DIRECTORS PROTON AEROSPACE CORPORATION,*
- 2. ARTICLES OF INCORPORATION OF PROTON AEROSPACE CORPORATION,
DOC. No. P97000082815*
- 3. PROTON AEROSPACE CORPORATION BY-LAWS*
- 4. OPERATE UNDER PROTON AEROSPACE CORPORATION
FEI No. 65-078-3917*

**AMENDMENTS TO THE ARTICLES OF
INCORPORATION OF
PROTON AEROSPACE CORPORATION**

State of Florida DOC Number: P97000082815

*The undersigned Board of Directors and pursuant to the Florida Business Corporation Act,
hereby adopt the following Amendments to the Articles of Incorporation.*

ARTICLE I NAME

The name of this corporation is:

PROTON AEROSPACE CORPORATION

ARTICLE II PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

6153 Adam St., Jupiter, Fl 33458

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time remains:

200,000.0 (Two Hundred Thousand)

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent:

Chris Yiannas,

6153 Adam St., Jupiter, Fl 33458

ARTICLE V MEMBER BOARD DIRECTORS

The name and addresses of the Member Board Directors are:

Chris Yiannas, 6153 Adam St., Jupiter FL 33458

Patrick J. Sheehan, 18650 126th Terrace N., Jupiter, FL 33478

ARTICLE VI OPERATING DIVISION(S) UNDER CORPORATE NAME

Proton Aerospace Research & Development Co.

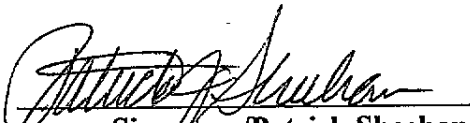
For sole purpose of Basic Research & Development & Consulting Services

ARTICLE VII OPERATING DIVISION(S) RULES & REGULATIONS

1. Operate as a Division of Proton Aerospace Corporation
2. Operate under Proton Aerospace Corporation State of Florida Doc Number:
P97000082815
3. Operate under Proton Aerospace Corporation FEI number: 65-078-3917
4. Subject to and under the same Board of Directors of Proton Aerospace Corporation
5. Subject to Proton Aerospace Corporation Corporate Bylaws
6. No Separate Stock


Signature Chris Yiannas
Chairman of the Board

Date: 02/07/2000


Signature/Patrick Sheehan
Board Member/Director

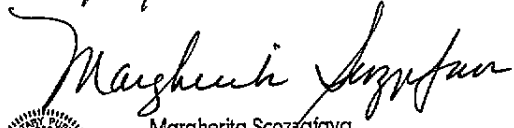
Date: 02-07-00

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Signature/Chris Yiannas
Registered Agent

Date: 02/07/2000




Margherita Scozzafava
MY COMMISSION # CC628600 EXPIRES
March 10, 2001

Palm Beach Co., Florida
02-7-00