

Document Number Only

P97000094426

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

7000002594227--0

-07/21/98--01072--024

****122.50 ****122.50

PM Consulting of America, Inc.

ref + info:

pmc America, Inc.

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|----------------------------------------------------|-------------------------------------------------|---------------------------------------------|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Co. | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of P.A. |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

JUL 20 1998

Thanks,
Jeff.

FILED
98 JUL 21 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CR2E031 (1-89)



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 22, 1998

CT CORPORATION SYSTEM
660 E. JEFFERSON STREET
TALLAHASSEE, FL 32301

SUBJECT: PM CONSULTING OF AMERICA, INC.
Ref. Number: P97000094426

We have received your document for PM CONSULTING OF AMERICA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Articles of Merger.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 898A00038723

*Please back-date
thanks*

ARTICLES OF MERGER
Merger Sheet

MERGING:

PM CONSULTING OF AMERICA, INC., a Florida corporation P97000094426

INTO

PMC AMERICA, INC., a Michigan corporation not qualified in Florida

File date: July 21, 1998

Corporate Specialist: Teresa Brown

FILED
98 JUL 21 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

AGREEMENT AND PLAN OF MERGER ("Agreement") dated as of June 5, 1998 (the "Effective Date") by and between **pmc America, Inc.**, a Michigan corporation (hereinafter sometimes referred to as "pmc America" or the "Surviving Corporation"), having its principal offices at Oakland Town Square, 1 Towne Square, Southfield, Michigan and **PM Consulting of America, Inc.**, a Florida corporation (hereinafter sometimes referred to as "PM Consulting"), having its principal offices at c/o Axel Haydasch, Esq., New World Tower, 100 North Biscayne Boulevard, Suite 3000, Miami, Florida (PM Consulting and pmc America are sometimes referred to collectively as the "Constituent Corporations").

BACKGROUND:

A. pmc America is a corporation duly organized and existing under the laws of the State of Michigan, and has as of the date of this Agreement an authorized capitalization of sixty thousand shares of common stock, no par value (the "pmc America Common Stock"), of which one thousand shares are issued, outstanding and entitled to vote.

B. PM Consulting is a corporation duly organized and existing under the laws of the State of Florida, having as of the date of this Agreement an authorized capitalization of ten thousand shares of common stock, par value \$1.00 per share ("PM Consulting Common Stock") of which one thousand shares are issued and outstanding and entitled to vote.

C. pmc Gesellschaft fuer Unternehmensberatung mbH is a corporation organized under the laws of the Republic of Germany (the "Parent"). The Parent owns all of the PM Consulting Common Stock and all of the pmc America Common Stock.

D. The Board of Directors and the sole shareholder of PM Consulting have determined that it is in the best interest of PM Consulting that PM Consulting merge with and into pmc America in accordance with this Agreement and the applicable provisions of (i) Chapter 7 of Public Act 284 of the Public Acts of 1972, as amended, of the Business Corporation Act of the State of Michigan; and (ii) the laws of the State of Florida.

E. The Board of Directors and the sole shareholder of pmc America have determined that it is in the best interest of pmc America that PM Consulting merge with and into pmc America in accordance with this Agreement and the applicable provisions of (i) Chapter 7 of Public Act 284 of the Public Acts of 1972, as amended, of the Business Corporation Act of the State of Michigan; and (ii) the laws of the State of Florida.

AGREEMENT:

1. Merger. As of the Effective Date, PM Consulting and pmc America will merge into a single corporation in accordance with this Agreement and with the applicable provisions of the laws of the States of Michigan and Florida (the "Merger"). PM Consulting will merge into pmc America, and pmc America will be the surviving corporation. The separate existence of PM Consulting will cease on the Effective Date, and the existence of pmc America will continue unaffected by the Merger, with all the rights and subject to all the duties of a corporation organized under the laws of the State of Michigan.

2. Manner and Basis of Conversion of Shares. The shares of stock of the Constituent Corporations will be converted as follows:

(a) On the Effective Date, all outstanding shares of PM Consulting Common Stock will be exchanged for and converted into an equal number of shares of validly issued and fully paid pmc America Common Stock, without any action by the holder thereof. Specifically, one share of PM Consulting Common Stock will be exchanged for one share of pmc America Common Stock.

(b) On the Effective Dates, each share of PM Consulting Common Stock then outstanding will be canceled by virtue of the Merger without any action by the holder thereof.

3. Action Required by Constituent Corporations. This Agreement has been approved by the Board of Directors and the sole shareholder of pmc America and by the Board of Directors and the sole shareholder of PM Consulting pursuant to Sections 701, 711, and 713 of the Business Corporation Act of the State of Michigan and pursuant to Florida law. If neither party to this Agreement elects to exercise any right it may have to terminate this Agreement, the Constituent Corporations will promptly file a Certificate of Merger pursuant to Section 712 of the Business Corporation Act of the State of Michigan and will thereafter take any further action necessary or appropriate to effectuate the Merger.

4. Name and Purposes of Surviving Corporation. The name of the Surviving Corporation is pmc America, Inc. Its business purpose is set forth in its Articles of Incorporation.

5. Effect of Merger on Articles of Incorporation. On the Effective Date, the Articles of Incorporation of pmc America (the "Articles") will remain unchanged. The Articles may be altered, amended or repealed, by appropriate action of pmc America.

6. Bylaws of Surviving Corporation. On the Effective Date, the Bylaws of pmc America (the "Bylaws") will remain unchanged. The Bylaws may be altered, amended, or repealed by appropriate action of pmc America.

7. Organization of Surviving Corporation Following Merger.

(a) Immediately following the Merger, two directors will comprise the full Board of Directors of the Surviving Corporation. Mr. Manfred Heisen and Dr. Bernd E. Meyer will be the directors of the Surviving Corporation following the Merger.

(b) Immediately following the Merger (i) the corporate headquarters will be located at Oakland Town Square, 1 Towne Square, Southfield, Michigan and (ii) the following persons will occupy the positions set forth beside their names below:

President	Mr. Manfred Heisen
Secretary/Treasurer	Dr. Bernd E. Meyer

8. Effect of Merger. As of the Effective Date:

(a) the Surviving Corporation will possess all the rights, privileges, patents, trademarks, licenses, registrations, immunities, powers and franchises, public or private of each of the Constituent Corporations;

(b) the Surviving Corporation will be subject to all the restrictions, disabilities, obligations, duties and liabilities of each of the Constituent Corporations;

(c) all assets and property, real, personal and mixed, and all debts due on whatever account, all choses in actions, and all and every other interest of or belonging to or due to each of the Constituent Corporations will be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed;

(d) the title to any real estate, or any interest therein, vested in either of the Constituent Corporations will not revert or be in any way impaired by reason of the Merger;

(e) the Surviving Corporation will be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations;

(f) any claim existing or action or proceeding pending by or against either of the Constituent Corporations, whether civil, criminal or administrative, may be prosecuted to judgment, with right of appeal by the Surviving Corporation as if the Merger had not taken place, or the Surviving Corporation may be substituted therefor;

(g) each of the Constituent Corporations irrevocably appoint the resident agent set forth in the Surviving Corporation Articles of Incorporation as its agent to accept service of process in any suit or other proceeding;

(h) the rights of creditors of each of the Constituent Corporations will be preserved unimpaired by the Merger; and

(i) any liens upon the property of either of the Constituent Corporations will be preserved unimpaired by the Merger on the property affected by such liens prior to the Effective Date.

9. Termination. Despite anything in this Agreement to the contrary, this Agreement may be terminated and the Merger may be abandoned at any time prior to the Effective Date hereof, by appropriate action of the Board of Directors of pmc America or the Board of Directors of PM Consulting. Any of the provisions of this Agreement may be modified at any time by a writing approved by the Board of Directors of pmc America and by the Board of Directors of PM Consulting and executed in the same manner as this Agreement.

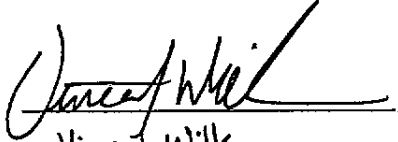
10. Law Governing. This Agreement is made pursuant to, and will be governed by, construed under and enforced in accordance with the laws of the State of Michigan.

11. Section Headings. The section headings herein are for reference purposes only and will not affect in any way the meaning or interpretation of this Agreement, nor are they deemed to constitute a part of this Agreement.

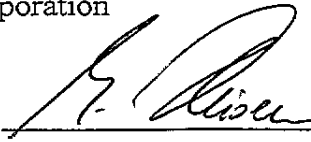
[signatures appear on the following page]

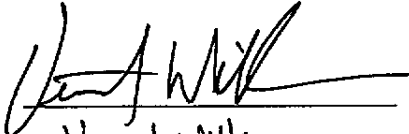
IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the day and year first above written.

WITNESS:

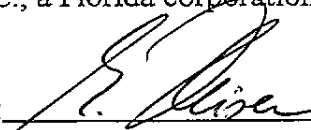

Vincent Wilk

PMC AMERICA, INC., a Michigan corporation

By: 
Manfred Heisen
Its: President


Vincent Wilk

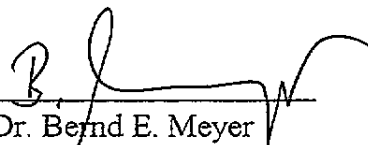
PM CONSULTING OF AMERICA, INC., a Florida corporation

By: 
Manfred Heisen
Its: President

CERTIFICATE OF THE SECRETARY

I, Dr. Bernd E. Meyer, Secretary of PM CONSULTING OF AMERICA, INC., a Florida corporation ("PM Consulting"), certify that the Agreement and Plan of Merger to which this certificate is attached, after having been first signed on behalf of PM Consulting and having been signed on behalf of PMC AMERICA, INC., a Michigan corporation, was adopted pursuant to Section 713 of the Business Corporation Act of the State of Michigan by the unanimous written consent of the Shareholders holding all of the shares of the capital stock of the corporation issued and outstanding having voting power. The Agreement and Plan of Merger was adopted as the act of the Shareholders of PM Consulting and as the act of said corporation.

June 5, 1998

By: 
Dr. Bernd E. Meyer
Secretary

CERTIFICATE OF THE SECRETARY

I, Dr. Bernd E. Meyer, Secretary of PMC AMERICA, INC., a Michigan corporation ("PMC"), certify that the Agreement and Plan of Merger to which this certificate is attached, after having been first signed on behalf of PMC and having been signed on behalf of PM CONSULTING OF AMERICA, INC., a Florida corporation, was adopted pursuant to Section 713 of the Business Corporation Act of the State of Michigan by the unanimous written consent of the Shareholders holding all of the shares of the capital stock of the corporation issued and outstanding having voting power. The Agreement and Plan of Merger was adopted as the act of the Shareholders of PMC and as the act of said corporation.

June 5, 1998

By: 

Dr. Bernd E. Meyer
Secretary