

12-30-1997 3:55AM

FROM MACLEOD/MCGINNESS, PA 941 954 5974

P.1

P97000105350

12/29/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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((H97000021239 3))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: MACLEOD & MCGINNESS
CONTACT: PEGGY HOWSER
PHONE: (941)954-8788

ACCT#: 102223000620

FAX #: (941)954-5974

NAME: SBR SYSTEMS, INC.

AUDIT NUMBER.....H97000021239

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS...0

PAGES..... 3

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

JW 12/30

12-29-1997 11:59PM FROM MACLEOD/MCGINNES.PA 941 954 5974.

P.1

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12-30-1997 3:56AM FROM MACLEOD/MCGINNES, PA 941 954 5974
(904)922-3709 12/29/97 15:51 Florida Department p1 /1

P.2



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 29, 1997

SBR SYSTEMS, INC.
1601 SHELburne LANE
SARASOTA, FL 34231

SUBJECT: SBR SYSTEMS, INC.
REF: P97000105350

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please add EXHIBIT A to the top of the plan of merger, as mentioned in the Articles of Merger under section #2.

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H97000021239
Letter Number: 297A00060698

ARTICLES OF MERGER
Merger Sheet

MERGING:

SBR SYSTEMS, INC., a Ohio corporation

INTO

SBR SYSTEMS, INC., a Florida corporation, P97000105350

File date: December 29, 1997, effective December 31, 1997

Corporate Specialist: Teresa Brown

12-30-1997 3:57AM

FROM MACLEOD/MCGINNES, PA 941 954 5974

EFFECTIVE DATE

12-31-97

P.3

FAX AUDIT #H97-21239

**ARTICLES OF MERGER OF
SBR SYSTEMS, INC.
INTO SBR SYSTEMS, INC.**

FILED
97 DEC 29 AM 7:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1103 and 607.1105 of the Florida General Corporation Act, the undersigned corporations adopt the following articles of merger for the purpose of merging SBR SYSTEMS, INC., an Ohio corporation, into SBR SYSTEMS, INC., a Florida corporation.

1. The surviving corporation is SBR SYSTEMS, INC., the Florida corporation.
2. The plan of merger, attached hereto as Exhibit A and made a part hereof, was approved on December 24, 1997 by the sole shareholder of SBR SYSTEMS, INC., the Florida corporation, and on December 24, 1997 by the sole shareholder of SBR SYSTEMS, INC., the Ohio corporation.
3. The effective date of the merger shall be December 31, 1997.

DATED: December 24, 1997

SBR SYSTEMS, INC.

By:


Frederick F. Butcher, President

SBR SYSTEMS, INC.

By:


Frederick F. Butcher, President

C:\Document\JMB\Butcher,Fred\FlaMergerArt.wpd

Prepared by: W. Lee McGinness
1800 Second Street
Suite 971
Sarasota, FL 34236
(941) 954-8788
Atty Bar #0520550

FAX AUDIT #H97-21239

FAX AUDIT #H97-21239

EXHIBIT A

**PLAN OF MERGER AND
REORGANIZATION
OF
SBR SYSTEMS, INC.**

This Plan of Merger and Reorganization is made and entered into this 24th day of December, 1997, by and between SBR SYSTEMS, INC., a Florida corporation (the "surviving corporation"), and SBR SYSTEMS, INC., an Ohio corporation (the "absorbed corporation").

Section One. Terms and Conditions. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

Section Two. Conversion of Shares. The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

a. The surviving corporation has a capitalization of Ten Thousand (10,000) authorized shares of common stock with a par value of \$0.10 per share, of which One Thousand (1,000) shares are issued and outstanding. The absorbed corporation has a capitalization of Five Hundred (500) authorized shares of common stock with a par value of \$1.00 per share, of which Five Hundred (500) shares currently are issued and outstanding.

b. Upon the filing of the Articles of Merger, each share of the absorbed corporation shall be converted into One (1) share of the Ten Cent (\$0.10) par value common stock of the surviving corporation described above.

c. As of the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefor certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above.

d. Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such shareholders. Thereafter, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such shareholders of the certificate for his or her shares in the surviving corporation.

Section Three. Changes in Articles of Incorporation. The Articles of Incorporation of the surviving corporation shall continue to be its Articles of Incorporation following the effective date of the merger.

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Section Four. Changes in Bylaws. The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

Section Five. Directors and Officers. On the effective date of the merger, the directors and officers of the surviving corporation shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

Section Six. Prohibited Transactions. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporations may take all action necessary or appropriate under the laws of the State of Florida and the State of Ohio to consummate this merger.

Section Seven. Approval. This plan of merger shall be submitted for the approval of the shareholders and directors of the constituent corporations by written consent in the manner provided by the applicable laws of the State of Florida and the State of Ohio.

Section Eight. Abandonment of Plan. This plan of merger may be abandoned by action of the directors of either corporation at any time prior to the effective date.

Section Nine. Tax Consequences. It is intended that the proposed merger of the corporations as set forth herein shall constitute a tax-free reorganization for federal income tax purposes under Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, or any statute of similar import, or any regulations promulgated thereunder.

Section Ten. Effective Date. The effective date of this merger shall be December 31, 1997.

Section Eleven. Further Action. The proper officers of each corporation will be authorized to take such additional action as they deem necessary or appropriate to carry out the intent and accomplish the purposes of this plan.

SBR SYSTEMS, INC.

By: 

Frederick F. Butcher, President

SBR SYSTEMS, INC.

By: 

Frederick F. Butcher, President