

P97000106759



ACCOUNT NO. : 072100000032

REFERENCE : 647014 4809298

AUTHORIZATION

*Patricia Pappas*

COST LIMIT : \$ 70.00

FILED  
97 DEC 24 AM 11:46  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

EFFECTIVE DATE  
*12/29/97*

ORDER DATE : December 23, 1997

ORDER TIME : 2:34 PM

ORDER NO. : 647014-005

CUSTOMER NO: 4809298

200002381632--3

CUSTOMER: Tamara Sapilak, Legal Assist  
Riker, Danzig, Scherer, Hyland  
Headquarters Plaza II  
Speedwell Avenue  
Morristown, NJ 07962

RECEIVED  
97 DEC 24 AM 9:00  
DIVISION OF CORPORATION

ARTICLES OF MERGER

ADVANCED ENVIROMENTAL  
TECHNOLOGY CORPORATION

INTO

FAET CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY

CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS: \_\_\_\_\_

*Patricia gave Authorization to add  
the D/B/A name to the Merging  
as Corp. name. 12/24 JS*

*Mergen & N/C*

DEC 24 1997

P970000106759

ARTICLES OF MERGER  
Merger Sheet

MERGING: \_\_\_\_\_

ADVANCED ENVIRONMENTAL TECHNOLOGY CORPORATION doing  
business in Florida as FLORIDA ADVANCED ENVIRONMENTAL  
TECHNOLOGY CORPORATION,

a New Jersey corporation, P31212

INTO

FAET CORPORATION which changed its name to

**ADVANCED ENVIRONMENTAL TECHNOLOGY CORPORATION**, a Florida  
corporation, P97000106759.

File date: December 24, 1997 , effective December 29, 1997

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER

OF

ADVANCED ENVIRONMENTAL TECHNOLOGY CORPORATION  
D/B/A FLORIDA ADVANCED ENVIRONMENTAL TECHNOLOGY CORPORATION

INTO

FAET CORPORATION

FILED  
97 DEC 24 AM 11:46  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

EFFECTIVE DATE  
12/29/97

To the Secretary of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

1. The Plan of Merger for merging Advanced Environmental Technology Corporation, a New Jersey corporation (hereinafter referred to as the "Merged Corporation") with and into FAET Corporation, a Florida corporation (hereinafter referred to as the "Surviving Corporation") is attached hereto as Exhibit A and made a part hereof. As provided for in the Plan of Merger, the corporate name of the Surviving Corporation upon the effective date of the merger shall be "Advanced Environmental Technology Corporation, a Florida corporation".

2. The merger of the Merged Corporation with and into the Surviving Corporation is permitted by the laws of the jurisdiction of organization of the Merged Corporation and is in compliance with said laws. The date of adoption of the Plan of Merger by the sole shareholder of the Merged Corporation was December 22, 1997.


3. The sole shareholder of the Surviving Corporation entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on December 22, 1997 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The effective date of the merger herein provided for in the State of Florida shall be December 29, 1997.

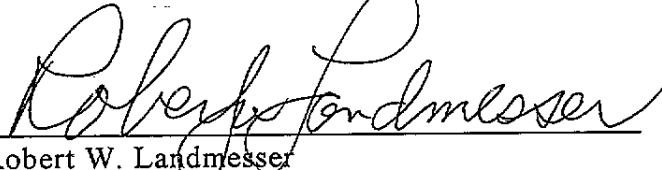
[Signatures on Next Page]

IN WITNESS WHEREOF, each of the undersigned corporations has caused this Articles of Merger to be executed on its behalf by its duly authorized officer this 22 day of December, 1997.

ADVANCED ENVIRONMENTAL TECHNOLOGY  
CORPORATION, a New Jersey corporation

By:   
Robert W. Landmesser  
Chairman of the Board/Chief Executive Officer

FAET CORPORATION, a Florida corporation

By:   
Robert W. Landmesser  
Chairman of the Board/Chief Executive Officer

## EXHIBIT A

PLAN OF MERGER adopted for ADVANCED ENVIRONMENTAL TECHNOLOGY CORPORATION, a business corporation organized under the laws of the State of New Jersey by resolution of its Board of Directors on December 22, 1997, and adopted for FAET CORPORATION, a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on December 22, 1997. The names of the corporations planning to merge are Advanced Environmental Technology Corporation, a business corporation organized under the laws of the State of New Jersey, and FAET Corporation, a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which Advanced Environmental Technology Corporation plans to merge is FAET Corporation.

1. Advanced Environmental Technology Corporation and FAET Corporation, shall, pursuant to the provisions of the laws of the State of New Jersey and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, FAET Corporation, which shall be the surviving corporation upon the effective date of the merger (hereinafter referred to as the "Surviving Corporation"). The corporate name of the Surviving Corporation will be changed to "Advanced Environmental Technology Corporation, a Florida corporation" and it shall continue to exist as said Surviving Corporation pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Advanced Environmental Technology Corporation, a New Jersey corporation (hereinafter referred to as the "Non-Surviving Corporation") shall cease upon the effective date of the merger in accordance with the laws of the jurisdiction of its organization. Furthermore, upon the effective date of the merger, the Non-Surviving Corporation will no longer transact business or conduct affairs within the state of Florida and its authority to transact business or conduct affairs in Florida shall cease.

2. The Articles of Incorporation of the Surviving Corporation upon the effective date of the merger shall be the Articles of Incorporation of said Surviving Corporation, except that the "First" article thereof, relating to the name of the corporation, is hereby amended and changed so as to read as follows upon the effective date of the merger:

"FIRST: The corporate name for the corporation (hereinafter called the "corporation") is: ADVANCED ENVIRONMENTAL TECHNOLOGY CORPORATION, a Florida corporation.";

and said Articles of Incorporation, as herein amended and changed, shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the Surviving Corporation will be the bylaws of said Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the Surviving Corporation upon the effective date of the merger shall be the members of the first Board of Directors and the first officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.

5. Each issued share of the Non-Surviving Corporation immediately prior to the effective date of the merger shall upon the effective date of the merger be converted into common shares of the Surviving Corporation. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued upon the effective date of the merger shall continue to represent one issued share of the Surviving Corporation.

6. The merger of the Non-Surviving Corporation with and into the Surviving Corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the Non-Surviving Corporation, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the Surviving Corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the merger of the Non-Surviving Corporation with and into the Surviving Corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the Non-Surviving Corporation, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the Surviving Corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the Non-Surviving Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of New Jersey and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the Non-Surviving Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

[Signatures on Next Page]

IN WITNESS WHEREOF, each of the undersigned corporations has caused this Plan of Merger to be executed on its behalf by its duly authorized officer this 22 day of December, 1997.

ADVANCED ENVIRONMENTAL TECHNOLOGY  
CORPORATION, a New Jersey corporation

By: Robert W. Landmesser  
Robert W. Landmesser  
Chairman of the Board/Chief Executive Officer

FAET CORPORATION, a Florida corporation

By: Robert W. Landmesser  
Robert W. Landmesser  
Chairman of the Board/Chief Executive Officer