

P98000013512



ACCOUNT NO. : 072100000032

REFERENCE : 710181 4381472

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 175.00

ORDER DATE : February 18, 1998

ORDER TIME : 3:51 PM

ORDER NO. : 710181-005

CUSTOMER NO: 4381472

CUSTOMER: Marshall Harris, Esq
Broad And Cassel
Suite 1100
390 North Orange Avenue
Orlando, FL 32801

100002434631--3

ARTICLES OF MERGER

ELECTRONIC SIGN CORPORATION

INTO

DISPLAYS ACQUISITIONS CORP.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX 2 NEEDED CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: ANDREA MABRY

EXAMINER'S INITIALS:

FILED
98 FEB 18 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/19
Jon merger/M.C.

RECEIVED
98 FEB 18 PM 4:10
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

← corrected per

D.K. per S.P.

6

ARTICLES OF MERGER
Merger Sheet

MERGING:

ELECTRONIC SIGN CORPORATON, a California corporation, not qualified in
Florida

INTO

DISPLAYS ACQUISITIONS CORP. which changed its name to

AD ART DISPLAYS, INC., a Florida corporation, P98000013512

File date: February 18, 1998

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 175.00

**ARTICLES OF MERGER
OF ELECTRONIC SIGN CORPORATION
INTO DISPLAYS ACQUISITIONS CORP.**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, these Articles of Merger provide as follows:

FILED
98 FEB 18 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
Names and Surviving Corporation**

The names and states of incorporation of the corporations which are parties to the merger are:

<u>Name</u>	<u>State of Incorporation</u>
Electronic Sign Corporation, d/b/a Ad Art	California
Displays Acquisitions Corp.	Florida
La-Man Corporation	Nevada

Displays Acquisitions Corp. shall be the surviving corporation (the "Surviving Corporation").

**ARTICLE II
Plan of Merger**

The Plan of Merger is attached hereto as Exhibit A.

**ARTICLE III
Approval of the Plan of Merger**

The Plan of Merger was adopted and approved, in accordance with California law, by Electronic Sign Corporation d/b/a Ad Art ("Ad Art") as of February 17, 1998, by unanimous written consent of all of the directors, pursuant to which the board of directors of Ad Art submitted it for vote by the shareholders with a recommendation that it be approved. On the same date, one hundred percent (100%) of all of the votes entitled to be cast of each class of shares entitled to vote, approved the Plan of Merger by written consent.

The Plan of Merger was adopted by Displays Acquisitions Corp. on February 17, 1998, in accordance with Florida law, by written consent of all of the directors of Displays Acquisitions Corp., pursuant to which the board of directors of Displays Acquisitions Corp. submitted it to the sole shareholder for its approval. On the same date, the sole shareholder of Displays Acquisitions Corp. approved the Plan of Merger by written consent.

The Plan of Merger was adopted by La-Man Corporation on February 17, 1998, in accordance with Nevada law, by written consent of all of the directors of La-Man Corporation. Approval by the shareholders of La-Man Corporation is not required for this transaction.

ARTICLE IV
Effective Date of Merger

The merger shall be effective on the date of filing of these Articles of Merger by the Secretary of State of Florida.

ARTICLE V
Amendment to Articles


Simultaneously with filing of these Articles of Merger and without any further action by the Surviving Corporation, the name of the surviving corporation shall hereinafter be Ad Art Displays, Inc.

ARTICLE VI
Filing in California

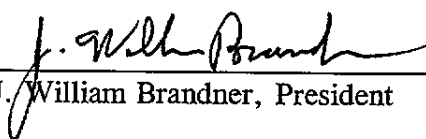
Pursuant to California law, a copy of these Articles of Merger certified by the Department of State of the State of Florida shall be filed with the Department of State of the State of California.

Dated as of the 17th day of February, 1998.

**ELECTRONIC SIGN CORPORATION
D/B/A AD ART**

By:  _____
Terry J. Long, President

DISPLAYS ACQUISITIONS CORP.

By:  _____
J. William Brandner, President

LA-MAN CORPORATION


By:  _____
J. William Brandner,
President/Chief Executive Officer

EXHIBIT A

PLAN OF MERGER

THIS PLAN OF MERGER ("Agreement"), is entered into as of the 17th day of February, 1998, by and among: LA-MAN CORPORATION, a Nevada corporation ("Parent"); DISPLAYS ACQUISITIONS CORP., a Florida corporation and a wholly-owned subsidiary of Parent (the "Company"); and ELECTRONIC SIGN CORPORATION, a California corporation d/b/a AD ART ("Ad Art").

W I T N E S S E T H:

WHEREAS, the Board of Directors of Ad Art has determined that it is advisable and in the best interests of Ad Art and its shareholders, and the Board of Directors of the Company has determined that it is advisable and in the best interests of Company and its shareholders, that Ad Art be merged with and into Company on the terms set forth herein; and

WHEREAS, the respective Boards of Directors of Ad Art and Company, by resolutions duly adopted, have approved and adopted this Plan of Merger and directed that it be submitted to their respective shareholders for approval; and

WHEREAS, the shareholders of Ad Art and the shareholders of the Company have unanimously approved this Plan of Merger.

NOW, THEREFORE, in consideration of the premises and of the mutual provisions, agreements and covenants herein contained and in accordance with the applicable laws of Florida, the parties hereby agree as follows:

1. **Corporate Existence of Surviving Corporation.** At the effective time of the merger, Ad Art shall be merged with and into the Company ("Merger"). The Company shall be the surviving corporation of the Merger (hereinafter sometimes referred to as the "Surviving Corporation"). The corporate identity, existence, purposes, powers, franchises, rights and immunities of the Surviving Corporation shall continue unaffected and unimpaired by the Merger except as otherwise provided in paragraph 2 below. The corporate identity, existence, purposes, powers, franchises, rights and immunities of Ad Art shall be merged into the Surviving Corporation, and the Surviving Corporation shall be fully vested therewith. The separate existence of Ad Art, except insofar as otherwise specifically provided by law, shall cease at the effective time of the Merger whereupon Ad Art and the Surviving Corporation shall be and become one single corporation. The Surviving Corporation shall continue to render the same services provided by Ad Art.

2. **Articles of Incorporation of Surviving Corporation.** The Articles of Incorporation of the Company, as in effect immediately prior to the effective time of the Merger, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation, except that effective as of the date of filing this Plan of Merger and the Articles of Merger, the name of the Surviving Corporation shall be **AD ART DISPLAYS, INC.**

3. **Bylaws of Surviving Corporation.** The Bylaws of the Company, as in effect immediately prior to the effective time of the Merger, shall continue in full force and effect as the Bylaws of the Surviving Corporation, unless and until amended in accordance with law.

4. **Conversion and Exchange of Shares.** The manner of converting and exchanging the shares of each of Parent and Ad Art shall be as follows:

a. At the effective time of the Merger, each holder of the 25 issued and outstanding shares of common stock of Ad Art shall, by virtue of the Merger and upon surrender of the original stock certificate(s) representing the respective holder's ownership interest in Ad Art, have such shares converted into 32,400 shares of common stock, \$0.01 par value, of the Parent, for each share of common stock of Ad Art, and all of such shares of common stock of Ad Art shall thereafter cease to exist.

b. The Merger shall effect no change in any of the issued and outstanding shares of common stock of the Company, and none of its shares shall be changed or converted as a result of the Merger.

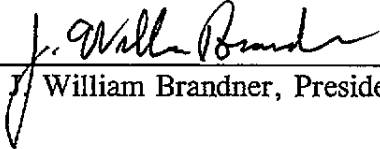
5. **Effective Time of Merger.** The "effective time" of the Merger shall be the date of filing Articles of Merger with the Florida Department of State as required by Florida law.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be signed by their respective officers, thereunto duly authorized, in accordance with the requirements of Section 607.1101 of the Florida Statutes, all as of the day and year first above written.

DISPLAYS ACQUISITIONS CORP.

a Florida corporation

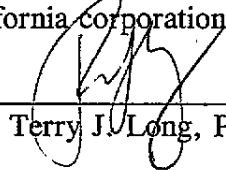
By: _____


J. William Brandner, President

ELECTRONIC SIGN CORPORATION

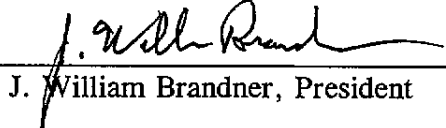
a California corporation d/b/a Ad Art

By: _____


Terry J. Long, President

LA-MAN CORPORATION

By: _____


J. William Brandner, President