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FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 110432003053
CONTACT: LUIS URIARTE
PHONE: (305)672-0686 FAX #: (305)672-9110
NAME: MATERIAL HANDLING INC.
AUDIT NUMBER: H98000005147
DOC TYPE: MERGER OR SHARE EXCHANGE
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TALLAHASSEE, FLORIDA

Merger

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(b)

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

MATERIAL HANDLING SERVICES INC., a Kentucky corporation not qualified in
the State of Florida

INTO

MATERIAL HANDLING INC., a Florida corporation, P98000023583

File date: March 17, 1998

Corporate Specialist: Darlene Connell

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305 6729110

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Articles of Merger
of
Material Handling Services Inc.
(a Kentucky corporation)
into
Material Handling Inc.
(a Florida corporation)

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TALLAHASSEE, FLORIDA

1. Material Handling Services Inc., a Kentucky corporation (the "Disappearing Corporation"), shall be merged with and into Material Handling Inc., a Florida corporation (the "Surviving Corporation"), pursuant to the terms of the attached Plan of Merger. The Disappearing Corporation and the Surviving Corporation are collectively referred to as the "Constituent Corporations."

2. The merger shall become effective on the day that Articles of Merger and/or a Certificate of Merger are filed in the state of incorporation for each of the Constituent Corporations, but no later than 90 days after the date on which these Articles of Merger are filed.

3. The attached Plan of Merger was adopted and approved by the Board of

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Directors of each of the Constituent Corporations on March 12, 1998. Shareholder

approval of the attached Plan of Merger by the shareholders of the Constituent Corporations was not required.

These Articles of Merger have been executed on behalf of the Constituent Corporations by their authorized officers as of March 12, 1998.

Material Handling Services Inc.,
a Kentucky corporation

By: James E. Wood 3-12-98

Name: James Wood

Title: President

Material Handling Inc.,
a Florida corporation

By: James E. Wood 3-12-98

Name: James Wood

Title: President

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Plan of Merger

between

Material Handling Services Inc.
(a Kentucky corporation)

and

Material Handling Inc.
(a Florida corporation)

Plan of Merger adopted on March 12, 1998 by the Board of Directors of Material Handling Services Inc., a Kentucky corporation (the "Disappearing Corporation"), and Material Handling Inc., a Florida corporation (the "Surviving Corporation"). The Disappearing Corporation and the Surviving Corporation are collectively referred to as the "Constituent Corporations."

1. In accordance with the provisions of this Plan of Merger, the Disappearing Corporation shall be merged with and into the Surviving Corporation, the separate and corporate existence of the Disappearing Corporation shall cease, and the Surviving Corporation shall continue its corporate existence under the laws of its state of incorporation under its present name.

2. The merger shall become effective on the day that Articles of Merger and/or a Certificate of Merger are filed in the state of incorporation for each of the Constituent Corporations, but no later than 90 days after the date on which the Articles of Merger are filed in Florida (the "Effective Time").

3. The Surviving Corporation shall possess and retain every interest in all assets and property of every description wherever located of each of the Constituent Corporations. All rights, privileges, immunities, powers, franchises and authority of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to or any interest in any real estate vested in

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either of the Constituent Corporations shall not revert or in any way be impaired by reason of the merger. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Time.

4. At the Effective Time, by virtue of the merger and without any action on the part of the parties or otherwise: (a) each issued and outstanding share of the capital stock of the Disappearing Corporation shall be canceled without payment of any consideration and without any conversion and (b) each issued and outstanding share of capital stock of the Surviving Corporation shall remain issued and outstanding.

Material Handling Services Inc.,
a Kentucky corporation

By: James Wood 3-12-98

Name: James Wood

Title: President

Material Handling Inc.,
a Florida corporation

By: James Wood 3-12-98

Name: James Wood

Title: President

Corporate Creations International Inc.
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