

P 98000042280

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May 11, 1999

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-05/13/99--01064--005  
\*\*\*\*122.50 \*\*\*\*\*78.75

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

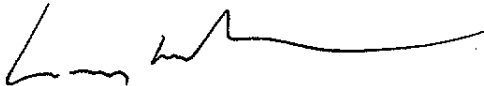
Re: Enviroman of Florida, Inc

Gentlemen:

Enclosed please find an original and one copy of the Plan of Merger for Enviroman of Florida, Inc., along with Resolutions of both companies to the Merger along with my check in the amount of \$122.50, which sum represents both the filing fee and the fee for a certified copy.

I would appreciate your returning a certified copy of both the Plan and the Resolutions to this office in the enclosed stamped envelope.

Very truly yours,



LAWRENCE M. ABRAMSON

LMA:dc  
Enc.

Merger  
5-21-99  
LMA

99 MAY 13 AM 10:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

ENVIROMAN, INC., a California corporation, F98000002201

INTO

**ENVIROMAN OF FLORIDA, INC.**, a Florida corporation, P98000042280

File date: May 13, 1999

Corporate Specialist: Doug Spitler

FILED

ENVIROMAN OF FLORIDA, INC.

99 MAY 13 AM 10:47

PLAN OF MERGER

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This Plan of Merger, dated this 16 day of April, 1999, between ENVIROMAN OF FLORIDA, INC., a Florida corporation, (hereinafter sometimes called the surviving corporation), and ENVIROMAN, Inc., a California corporation (hereinafter sometimes called the absorbed corporation).

STIPULATIONS

A. ENVIROMAN OF FLORIDA, INC., a Florida corporation, is a corporation organized and existing under the laws of the State of Florida with its principal office at 401 N.E. Mizner Blvd., Suite PH820, Boca Raton, Florida 33432.

B. ENVIROMAN OF FLORIDA, INC., a Florida corporation, has 100,000 authorized shares of common stock at one (\$.01) cent per share par value of which one (1) share is issued and outstanding.

C. ENVIROMAN, INC., a California corporation, is a corporation organized and existing under the law of the State of California with its principal offices at 4600 Glencoe Avenue, No. 4, Marina del Rey, California 90292. It has 100,000 authorized shares of common stock at a par value of one (\$.01) cent per share of which 25,000 shares are now issued and outstanding.

D. The Board of Directors and Shareholders of the corporations deem it desirable and in the best interest of the corporations and the shareholders that ENVIROMAN, INC., a California corporation be merged into ENVIROMAN OF FLORIDA, INC., a Florida corporation, pursuant to Florida Statutes 607.1107 et seq. This is done so that the transaction shall qualify as a "reorganization" within the meaning of the Internal Revenue code as amended.

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the corporations agree as follows:

1. ENVIROMAN, INC., a California corporation shall merge with and into ENVIROMAN OF FLORIDA, INC., a Florida corporation, which shall be the surviving corporation.

2. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all rights, privileges and immunities, and franchises, and all 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 merger.

3. The manner and basis for converting the shares of the absorbed corporation the share of

ENVIROMAN OF FLORIDA, INC., a Florida corporation is as follows:

a. After the effective date of the merger, each holder of certificates for the 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 their certificates of shares of common stock in the surviving corporation, for the same amount of shares as the shareholders held in the absorbed corporation.

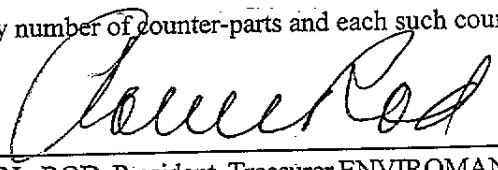
b. The Articles of Incorporation of the surviving corporation ENVIROMAN OF FLORIDA, INC., a Florida corporation, shall continue to be the Articles of Incorporation following the effective date of the merger. In addition, the By-Laws of the surviving corporation, ENVIROMAN OF FLORIDA, INC., shall continue to be its By-Laws following the effective date of the merger.

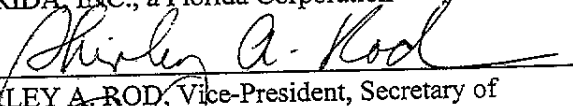
c. The Directors and Officers of the surviving corporation, shall continue as Directors and Officers of the surviving corporation for the full unexpired terms of their office.


4. This plan of merger shall be submitted for approval by the stockholders and Board of Directors in a manner provided for by the applicable laws of the State of Florida and of the State of California at meetings to be held on or before December 30, 1998 or at such other times as to which the Boards of Directors of the constitute corporations may agree.

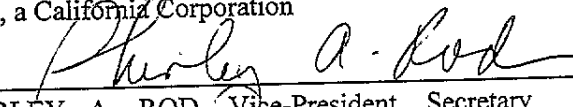
5. The effective date of this merger shall be the date when the Articles of Merger are filed with the Florida Department of State and/or the filing requirements of the State of California, which ever is later.

6. This plan of Merger may be executed in any number of counter-parts and each such counter-part shall constitute an original instrument.

  
ROBERT L. ROD, President, Treasurer ENVIROMAN OF  
FLORIDA, INC., a Florida Corporation

  
SHIRLEY A. ROD, Vice-President, Secretary of  
ENVIROMAN OF FLORIDA, INC., a Florida Corporation

  
ROBERT L. ROD, President, Treasurer of ENVIROMAN,  
INC., a California Corporation

  
SHIRLEY A. ROD, Vice-President, Secretary of  
ENVIROMAN, INC., a California Corporation

**ENVIROMAN OF FLORIDA, INC., A FLORIDA CORPORATION**  
**RESOLUTION OF BOARD OF DIRECTORS AND SHAREHOLDERS**  
**ADOPTING PLAN OF MERGER**

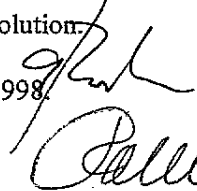
**WHEREAS**, there has been presented to and discussed at this meeting of the Board of Directors and the Shareholders of ENVIROMAN OF FLORIDA, INC., a Florida corporation, a proposed plan provided for the merger of the corporation with ENVIROMAN, INC., a California corporation, a copy of which plan the Secretary is hereby directed to insert in the minute book of the corporation immediately following the minutes of this meeting;

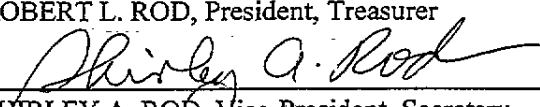
**WHEREAS**, it is deemed in the best business interest of the corporation and its stock shareholders that this corporation, ENVIROMAN OF FLORIDA, INC., a Florida corporation, merge with ENVIROMAN, INC., a California corporation, according to the terms of such plans; it is

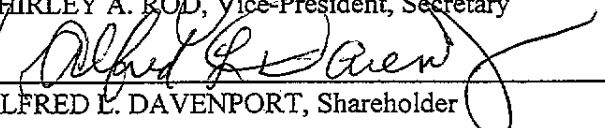
**RESOLVED**, that the merger of this corporation with ENVIROMAN, INC., a California corporation, and the terms and conditions of the proposed plan for carrying such merger into effect are hereby adopted and approved;

**FURTHER RESOLVED**, that the appropriate officers of this corporation are hereby authorized and directed to execute any and all documents and take all actions that may deem necessary or advisable to carry out the accomplishment for the purpose of this Resolution.

Dated this 18 day of June, 1998.

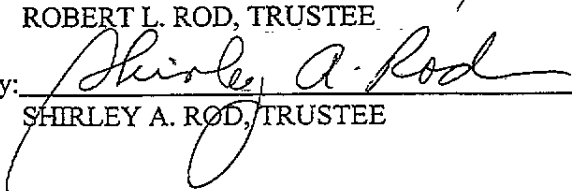
  
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ROBERT L. ROD, President, Treasurer

  
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SHIRLEY A. ROD, Vice-President, Secretary

  
\_\_\_\_\_  
ALFRED L. DAVENPORT, Shareholder

THE ROD FAMILY TRUST, Shareholder

By:   
\_\_\_\_\_  
ROBERT L. ROD, TRUSTEE

By:   
\_\_\_\_\_  
SHIRLEY A. ROD, TRUSTEE

**ENVIROMAN, INC., A CALIFORNIA CORPORATION**  
**RESOLUTION OF BOARD OF DIRECTORS AND SHAREHOLDERS**  
**ADOPTING PLAN OF MERGER**

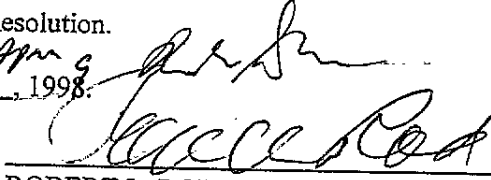
**WHEREAS**, there has been presented to and discussed at this meeting of the Board of Directors and the Shareholders of ENVIROMAN, INC., a California corporation, a proposed plan provided for the merger of the corporation with ENVIROMAN OF FLORIDA, INC., a Florida corporation, a copy of which plan the Secretary is hereby directed to insert in the minute book of the corporation immediately following the minutes of this meeting;

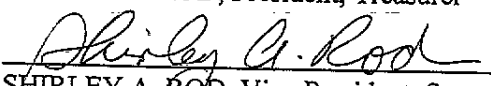
**WHEREAS**, it is deemed in the best business interest of the corporation and its stock shareholders that this corporation, ENVIROMAN, INC., a California corporation, merge with ENVIROMAN OF FLORIDA, INC., a Florida corporation, according to the terms of such plans; it is

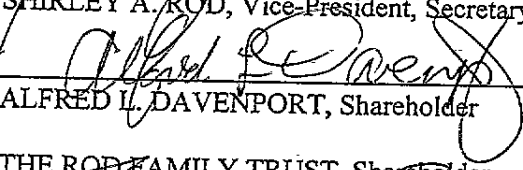
**RESOLVED**, that the merger of this corporation with ENVIROMAN OF FLORIDA, INC., a Florida corporation, and the terms and conditions of the proposed plan for carrying such merger into effect are hereby adopted and approved;

**FURTHER RESOLVED**, that the appropriate officers of this corporation are hereby authorized and directed to execute any and all documents and take all actions that may deem necessary or advisable to carry out the accomplishment for the purpose of this Resolution.

Dated this 8<sup>th</sup> day of April, 1998.

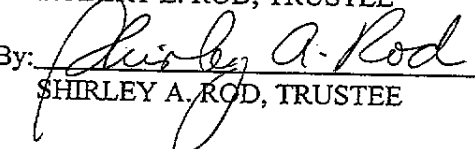
  
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ROBERT L. ROD, President, Treasurer

  
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SHIRLEY A. ROD, Vice-President, Secretary

  
\_\_\_\_\_  
ALFRED L. DAVENPORT, Shareholder

\_\_\_\_\_  
THE ROD FAMILY TRUST, Shareholder

By:   
\_\_\_\_\_  
ROBERT L. ROD, TRUSTEE

By:   
\_\_\_\_\_  
SHIRLEY A. ROD, TRUSTEE