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Account Name : GUNSTER, YOAKLEY, ETAL. (WEST PALM BEACH)
Account Number : 076117000420
Phone : (561) 650-0728
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MERGER OR SHARE EXCHANGE

Enerpulse, Inc.

Certificate of Status	0
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Page Count	04
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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER

OF

ENERPULSE, INC., a Florida corporation
(Document Number P98000049218)

AND

ENERPULSE, INC., a Delaware corporation

To the Department of State
State of Florida

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Enerpulse, Inc., a Florida corporation ("Enerpulse Florida") with and into Enerpulse, Inc., a Delaware corporation ("Enerpulse Delaware").

2. The shareholders entitled to vote on the aforesaid Plan of Merger of Enerpulse Delaware approved and adopted the Plan of Merger at a meeting of said shareholders held on January 20, 2004.

3. The shareholders of Enerpulse Florida entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them on January 20, 2004, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

4. The merger of Enerpulse Florida with and into Enerpulse Delaware is permitted by the laws of the jurisdiction of organization of Enerpulse Delaware and has been authorized in compliance with said laws.

5. The effective time and date of the merger herein provided for in the State of Florida shall effective upon filing with the Florida Department of State.

(signatures on next page)

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GUNSTER YOAKLEY

0003/003

JAN 18 2004 12:44PM ENERPULSE INC

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Executed on January 20, 2004

SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of
Individual and Title

Enerpulse, Inc.

Louis S. Camilli, President

Enerpulse, Inc.

Louis S. Camilli, President

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PLAN OF MERGER

The following plan of merger is submitted in compliance with Sections 607.1101 and 607.1103, Florida Statutes.

1. The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
Enerpulse, Inc.	Delaware

2. The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Enerpulse, Inc.	Florida

3. On the effective date of the merger, each of the issued and outstanding shares of common stock of the merging corporation, and all rights in respect thereof, shall be canceled.

4. Other provisions relating to the merger are as follows:

(A) Assumption of Assets. All property, rights, privileges, powers, trademarks, licenses, registrations and other assets of every kind and description of the merging corporation shall be transferred to and vested in the surviving corporation without further act or deed, and all property (including real, personal and intellectual) of the merging corporation shall be the property of the surviving corporation.

(B) Assumption of Obligations. All obligations of the merging corporation shall become obligations of the surviving corporation.

(C) Effective Date. The merger shall become effective upon the filing of the Articles and Plan of Merger with the Florida Department of State (the "Effective Date").

(D) Approvals. The Boards of Directors of the surviving corporation and the merging corporation have adopted and submitted this Plan of Merger to the Shareholders and the Shareholders have approved the filing of the Articles of Merger and any other documents or certificates with the Florida Department of State and with the Delaware Secretary of State, each by Written Consent dated January 20, 2004.

(E) Articles of Incorporation. The Certificate of Incorporation of the surviving corporation shall continue to be the Certificate of Incorporation of said surviving corporation until further amended and changed in accordance with the provisions of the General Corporation Law of Delaware.

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(F) Bylaws. The Bylaws of the surviving corporation in effect currently and at and as of the Effective Date will remain the Bylaws of the surviving corporation without any modification or amendment in the merger.

(G) Officers and Directors. The directors and officers of the surviving corporation shall be those persons who were the members of the Board of Directors and the officers, respectively, of the surviving corporation immediately prior to the Effective Date and shall remain the directors and officers of the surviving corporation until their successors shall have been duly elected and qualified.

(H) Required Actions. The surviving corporation shall take, or cause to be taken, all action required or advisable under the laws of the State of Florida and the State of Delaware to consummate and make effective the intent of this Plan of Merger.

(I) Dissenters' Rights. Because all of the shareholders approved this merger, there will not be dissenters' rights in connection with the merger.

(J) Effective Date: The effective date of this Plan of Merger and of the merger therein provided for insofar as the provisions of the Florida Business Corporation Act shall govern the same, shall be the date of filing of the Articles and Plan of Merger with the Florida Department of State.

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