

A98000055269



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 085060 80670A

AUTHORIZATION : Patricia Pizut

COST LIMIT : \$ 78.75

ORDER DATE : December 31, 1998

ORDER TIME : 11:20 AM

ORDER NO. : 085060-005

900002727929--9

CUSTOMER NO: 80670A

CUSTOMER: Mr. Pieter G. Van Dien
Cardillo Keith & Bonaquist
3550 E. Tamiami Trail

Naples, FL 34112

ARTICLES OF MERGER

DYNAPURE, INC.

INTO

DYNAPURE, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

FILED
98 DEC 31 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC 31 1998

TLL

RECEIVED
99 DEC 31 PM 12:11
THE UNITED STATES
CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING:

DYNAPURE, INC., a New York corporation not authorized to transact business in
Florida

INTO

DYNAPURE, INC., a Florida corporation, P98000055269

File date: December 31, 1998

Corporate Specialist: Thelma Lewis

Account number: 072100000032

Account charged: 78.75

**ARTICLES OF MERGER
OF
DYNAPURE, INC., a New York Corporation
INTO
DYNAPURE, INC., a Florida Corporation**

FILED
98 DEC 31 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act (hereinafter referred to as the "Act"), Dynapure, Inc., a Florida Corporation, and Dynapure, Inc., a New York Corporation, being validly and legally formed under the laws of Florida and New York, respectively, adopt the following Articles of Merger:

1. The Agreement and Plan of Merger dated December 1, 1998, between Dynapure, Inc., a Florida Corporation, and Dynapure, Inc., a New York Corporation, was approved and adopted by the shareholders of Dynapure, Inc., a Florida Corporation on December 15, 1998 and by the shareholders of Dynapure, Inc., a New York Corporation, on December 15, 1998.
2. Pursuant to the Plan and Agreement of Merger, all issued and outstanding shares of Dynapure, Inc., a New York Corporation, will be acquired by means of a merger of Dynapure, Inc., a New York Corporation, into Dynapure, Inc., a Florida Corporation, with Dynapure, Inc., a Florida Corporation, being the surviving corporation (hereinafter referred to as the "Merger").
3. The Plan and Agreement of Merger is attached hereto as Exhibit A and incorporated by reference as if fully set forth herein.
4. The parties hereto certify that all taxes and fees accrued against Dynapure, Inc., a New York Corporation, have been paid and that an estimated final tax return for Dynapure, Inc., a New York Corporation, has been filed with the New York Department of Taxation and Finance.
5. Pursuant to Section 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on the filing of these Articles with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands this 29th day of December, 1998.

ATTEST

DYNAPURE, INC.,
a Florida Corporation

Marianne B. Holstrom
Marianne B. Holstrom, Secretary
(Corporate Seal)

Corporate Seal

By: 

ALFRED I. CHAPNICK, President

ATTEST

DYNAPURE, INC.,
a New York Corporation

MARIANNE B. HOLSTROM
Secretary

Print Name:

(Corporate Seal)

Corporate Seal

By: 

ALFRED I. CHAPNICK, President

PLAN AND AGREEMENT OF MERGER

Exhibit A

This Plan and Agreement of Merger dated December 1, 1998 by and between DYNAPURE, INC., a New York corporation (hereinafter called "Oldco") and DYNAPURE, INC., a Florida corporation (hereinafter called "Newco").

WHEREAS:

1. The Boards of Directors of Oldco and Newco have resolved that Oldco be merged pursuant to the Florida Business Corporation Act of the State of Florida and the Business Corporation Law of the State of New York into a single corporation existing under the laws of the State of Florida, to wit, Newco, which shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code;
2. The authorized capital stock of Oldco consists of 200 shares of Common Stock with a par value of \$1.00 per share (hereinafter called "Oldco Common Stock"), of which 100 shares are issued and outstanding;
3. The authorized capital stock of Newco consists of 500 shares of Common Stock with a par value of \$1.00 per share (hereinafter called "Newco Common Stock"); and
4. The respective Boards of Directors of Oldco and Newco have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement;

NOW, THEREFORE, in consideration of the promises and the mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree in accordance with the Florida Business Corporation Act and the Business Corporation Law of the State of New York that Oldco shall be, at the Effective Date (as hereinafter defined), merged (hereinafter called "Merger") into a single corporation existing under the laws of the State of Florida, to wit, Newco, which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

1. Stockholders' Meetings: Filings: Effects of Merger.

1.1 Oldco Stockholders' Meeting. Oldco shall call a meeting of its stockholders to be held in accordance with the Business Corporation Law of the State of New York at the earliest practicable date, upon due notice thereof to its stockholders to consider and vote upon, among other matters, adoption of this Agreement.

1.2 Action by Oldco as Sole Stockholder of Newco. On or before December 15, 1998, Oldco, as the sole stockholder of Newco, shall adopt this Agreement in accordance with the Florida Business Corporation Act.

1.3 Filing of Articles of Incorporation and Certificate of Merger; Effective Date. If (a) this Agreement is adopted by the stockholders of Oldco in accordance with the Business Corporation Law of the State of New York, (b) this Agreement has been adopted by Oldco as the sole stockholder of Newco, in accordance with the Florida Business Corporation Act, and (c) this Agreement is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then Articles of Merger shall be filed and recorded in accordance with the Florida Business Corporation Act and a Certificate of Merger shall be filed in accordance with the Business Corporation Law of the State of New York, if necessary. Such filings shall be made on the same day. The Merger shall become effective upon such filing in Florida, whichever shall be later, which date and time are herein referred to as the "Effective Date."

1.4 Certain Effects of Merger. On the Effective Date, the separate existence of Oldco shall cease, and Oldco shall be merged into Newco which, as the surviving corporation, shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of Oldco; and all and singular, the rights, privileges, powers, and franchises of Oldco, and all property, real, personal, and mixed, and all debts due to Oldco on whatever account, as well for stock subscriptions and all other things in action or belonging to Oldco, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of Oldco, and the title to any real estate vested by deed or otherwise, under the laws of Florida or New York or any other jurisdiction, in Oldco, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of Oldco shall be preserved unimpaired, and all debts, liabilities, and duties of Oldco shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it.

At any time, or from time to time, after the Effective Date, the last acting officers of Oldco or the corresponding officers of the Surviving Corporation, may, in the name of Oldco, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all Oldco's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

2. Name of Surviving Corporation: Certificate of Incorporation: By-Laws; Directors & Officers.

2.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be DYNAPURE, INC., a Florida Corporation.

2.2 Articles of Incorporation. The Articles of Incorporation of Newco shall continue to be its Articles of Incorporation following the effective date of this merger until amended as provided therein.

2.3 By-Laws. The By-Laws of Newco, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the By-Laws of the Surviving Corporation until amended as provided therein.

2.4 Directors and Officers. The directors and officers of Newco on the effective date of the merger shall continue as the directors and officers of Newco for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

3. Status and Conversion of Securities.

The manner and basis of converting the shares of the capital stock of Oldco and the nature and amount of securities of Newco which the holders of shares of Oldco Common Stock are to receive in exchange for such shares are as follows:

3.1 Oldco Common Stock. Each one share of Oldco Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into five (5) fully paid shares of Newco Common Stock, and outstanding certificates representing shares of Oldco Common Stock shall each thereafter represent five (5) shares of Newco Common Stock. Such certificates may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

3.2 Newco Common Stock Held by Oldco. All issued and outstanding shares of Newco Common Stock held by Oldco immediately before the Effective Date shall, by virtue of the Merger and at the Effective Date, cease to exist and certificates representing such shares shall be canceled.

4. Miscellaneous.

4.1. This Agreement of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Agreement of Merger by the shareholders of Oldco, if the Board of Directors of Oldco or of Newco duly adopt a resolution abandoning this Plan and Agreement of Merger.

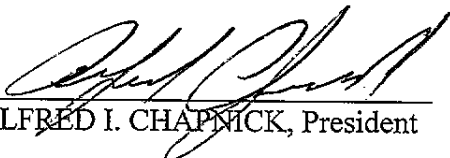
4.2. For the convenience of the parties hereto and to facilitate the filing of this Agreement of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

4.3 The agreement between the parties hereto shall be governed by, construed and enforced in accordance with the laws of Florida.

IN WITNESS WHEREOF, this Plan and Agreement of Merger has been executed by DYNAPURE, Inc., a New York Corporation and DYNAPURE, Inc., a Florida Corporation, all on the date first above written.

ATTEST

DYNAPURE, INC.,
a New York Corporation

MARIANNE B. HOLSTROM By: 
Secretary ALFRED I. CHAPNICK, President
Print Name:
(Seal)

Corporate Seal

ATTEST

DYNAPURE, INC.
a Florida Corporation

Marianne B. Holstrom By: 
Secretary ALFRED I. CHAPNICK, President
Marianne B. Holstrom
(Seal)

Corporate Seal