

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

185

FILED
98 DEC 29 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
1/1/99

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*****70.00 *****70.00

____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
✓ ____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ Cert. Copy _____
✓ ____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

DEC 29 11:30 AM
TALLAHASSEE, FLORIDA

merger

VS DEC 29 1998

Signature _____

Requested by: *Chen* 12-24 830

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

INTEGRATED ENVIRONMENTAL SOLUTIONS CORPORATION, a Virginia
corporation not qualified in Florida

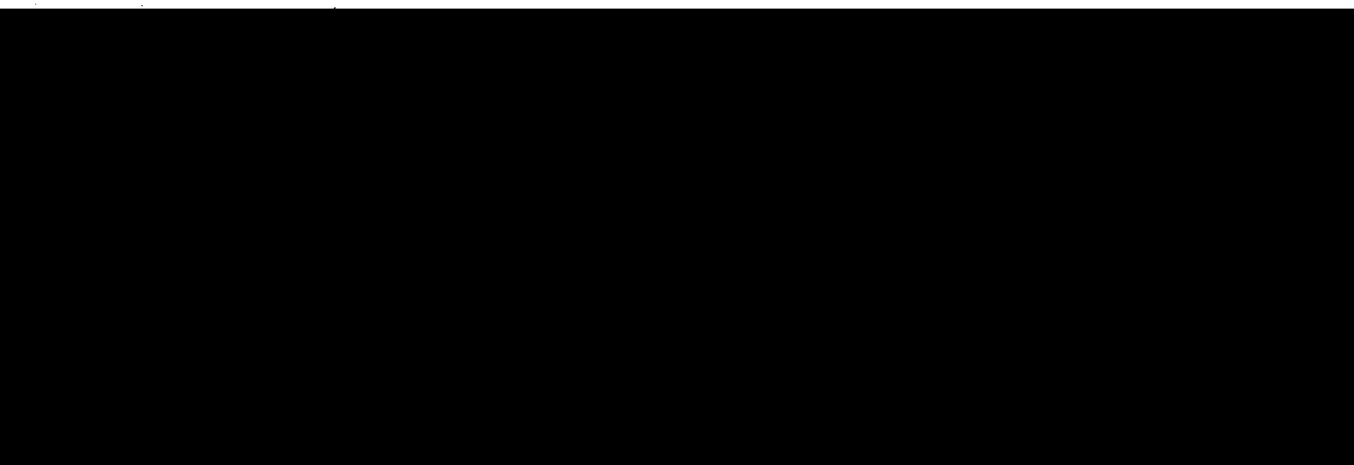
INTO

IES - INTEGRATED ENVIRONMENTAL SOLUTIONS CORPORATION, a
Florida corporation, P98000100389.

File date: December 29, 1998 , effective January 1, 1999

Corporate Specialist: Velma Shepard

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314





FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 28, 1998

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: IES - INTEGRATED ENVIRONMENTAL SOLUTIONS
CORPORATION
Ref. Number: P98000100389

We have received your document for IES - INTEGRATED ENVIRONMENTAL SOLUTIONS CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We do not have a Va. corporation by the name stated in your document for the merging corporation, however we do have a Delaware corporation by a similar name if this is the correct corporation please correct your document (name & state) accordingly throughout. If the De. is not the correct corporation then return your document to be filed as the merging corporation being a non qualified in Florida.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 498A00060459

(Corrected)

*This is a non-qualified entity
merging into a FL corp.*

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

RECEIVED
90 DEC 29 AM 11:26
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FL 32314

ARTICLES OF MERGER OF
INTEGRATED ENVIRONMENTAL SOLUTIONS CORPORATION

a Virginia corporation
INTO

IES - INTEGRATED ENVIRONMENTAL SOLUTIONS CORPORATION
a Florida corporation

FILED
98 DEC 29 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
1/1/99

Pursuant to §607.1105 of the Florida Statutes, the undersigned corporations, INTEGRATED ENVIRONMENTAL SOLUTIONS CORPORATION, a Virginia corporation, and IES - INTEGRATED ENVIRONMENTAL SOLUTIONS CORPORATION, a Florida corporation, adopt the following Articles of Merger for the purpose of merging INTEGRATED ENVIRONMENTAL SOLUTIONS CORPORATION into IES - INTEGRATED ENVIRONMENTAL SOLUTIONS CORPORATION.

1. Plan of Merger. The Plan of Merger setting forth the terms and conditions of the merger of INTEGRATED ENVIRONMENTAL SOLUTIONS CORPORATION into IES - INTEGRATED ENVIRONMENTAL SOLUTIONS CORPORATION is attached to these Articles as an exhibit and is hereby incorporated herein by this reference.

2. Adoption of Plan by INTEGRATED ENVIRONMENTAL SOLUTIONS CORPORATION. The Plan of Merger was approved in a writing executed by all of the directors and shareholders of INTEGRATED ENVIRONMENTAL SOLUTIONS CORPORATION in lieu of special meetings for that purpose, such writing dated as of December 18, 1998.

3. Adoption of Plan by IES - INTEGRATED ENVIRONMENTAL SOLUTIONS CORPORATION. The Plan of Merger was approved in a writing executed by all of the directors and shareholders of IES - INTEGRATED ENVIRONMENTAL SOLUTIONS CORPORATION in lieu of special

meetings for that purpose, such writing dated as of
December 18, 1998.

4. Effective Date. The Plan of Merger shall be effective on
January 1, 1999, (the "Effective Date").

5. Foreign Law. The laws of the Commonwealth of Virginia,
the jurisdiction of organization of INTEGRATED ENVIRONMENTAL
SOLUTIONS CORPORATION, permit the merger contemplated by the Plan
of Merger, and all applicable laws of the Commonwealth of Virginia
will on fulfillment of all filing and recording requirements set
forth by such laws have been complied with.

IN WITNESS WHEREOF, each of the undersigned corporations has
caused these Articles to be signed as of the Effective Date
hereinabove set forth.

INTEGRATED ENVIRONMENTAL SOLUTIONS
CORPORATION, a Virginia corporation

By: J. Jowett
JAMES R. JOWETT
Its: President

IES - INTEGRATED ENVIRONMENTAL SOLUTIONS
CORPORATION, a Florida corporation

By: J. Jowett
JAMES R. JOWETT
Its: President

PLAN OF MERGER

This Plan of Merger (the "Plan") is agreed to by IES - INTEGRATED ENVIRONMENTAL SOLUTIONS CORPORATION, a Florida corporation, and INTEGRATED ENVIRONMENTAL SOLUTIONS CORPORATION, a Virginia corporation, the corporations being sometimes hereafter collectively referred to as the "Constituent Corporations."

In consideration of the premises and of the mutual agreements herein contained, the Constituent Corporations have agreed, and do hereby agree, to merge upon the terms and conditions below stated.

1. Background. The respective Boards of Directors of the Constituent Corporations deem it advisable that INTEGRATED ENVIRONMENTAL SOLUTIONS CORPORATION (the "Disappearing Corporation") be merged with and into IES - INTEGRATED ENVIRONMENTAL SOLUTIONS CORPORATION (the "Surviving Corporation") and desire to merge the two corporations under the laws of the State of Florida and under the laws of the Commonwealth of Virginia, as applicable, in the manner provided therefor pursuant to those laws.

2. Agreement to Merge. The Constituent Corporations hereby agree that the Disappearing Corporation shall be merged into the Surviving Corporation.

3. Name of Merged Corporation. The name of the Surviving Corporation shall be "IES - INTEGRATED ENVIRONMENTAL SOLUTIONS CORPORATION."

4. Place of Office of Surviving Corporation. The place in Florida where the principal office of the Surviving Corporation is to be located is 3940 Red Rock Way, Sarasota, FL 34231.

5. Purposes of Surviving Corporation. The purposes of the Surviving Corporation are to engage in any lawful act or activity for which corporations may be formed under the Florida Business Corporation Act.

6. Authorized Shares of Surviving Corporation. The present number of shares which the Disappearing Corporation is authorized to issue is 5,000 shares of common stock having no par value, of which 1000 shares are now issued and outstanding. The present number of shares which the Surviving Corporation is authorized to issue is 5000 shares of \$1.00 par common stock, of which 5000 shares are now issued and outstanding.

7. First Directors. The present directors of the Surviving Corporation shall continue as such until their successors are duly elected or designated after the effective date of the merger.

8. Name and Residence of Agent of Corporation. ROBERT J. MASON, whose address is 3940 Red Rock Way, Sarasota, FL 34231, shall be, and is hereby, appointed as the agent on whom process, tax notices, and demands against IES - INTEGRATED ENVIRONMENTAL SOLUTIONS CORPORATION, or either of the Constituent Corporations, may be served.

9. Mode of Effecting Merger. The mode of carrying the merger into effect, and the manner and basis of converting the shares of the Disappearing Corporation into shares of the Surviving Corporation, shall be as follows: Each shareholder of the Disappearing Corporation shall surrender his certificate or certificates to the Surviving Corporation during the period

beginning on the date of this agreement and ending at 11:59 p.m. on the Effective Date. Upon surrender to the Surviving Corporation of the respective certificates for outstanding shares of the Disappearing Corporation, there shall be issued to the respective holders hereof, in substitution therefore, certificates for fully paid and nonassessable common shares of the Surviving Corporation, as follows:

<u>Shareholder</u>	<u>No. Shares Owned in Disappearing Corporation</u>	<u>No. Shares Issued in Surviving Corporation</u>
JAMES R. JOWETT	1,000	1,000
ROBERT J. MASON	1,000	1,000
LAWRENCE A. WEINER	1,000	1,000
GORDON M. DAVIDSON	1,000	1,000
DIKRAN KASHKASHIAN	<u>1,000</u>	<u>1,000</u>
	<u>5,000</u>	<u>5,000</u>

10. Reporting of Assets at Book Value in Accounts of Surviving Corporation; Pooling of Interest. The assets of the Disappearing Corporation shall be reported in the accounts of the Surviving Corporation at their book value as of the Effective Date. The aggregate stated capital, capital surplus, and earned surplus of the Constituent Corporations shall be, respectively, the stated capital, capital surplus, and earned surplus of the Surviving Corporation.

11. Articles of Incorporation. The Articles of Incorporation of IES - INTEGRATED ENVIRONMENTAL SOLUTIONS CORPORATION shall

continue to be the articles of the Surviving Corporation, until amended as provided by law.

12. Bylaws. The Bylaws of IES - INTEGRATED ENVIRONMENTAL SOLUTIONS CORPORATION shall be the Bylaws of the Surviving Corporation, until amended as provided by law.

13. Right of Corporation to Repurchase Its Shares. The Surviving Corporation, through its Board of Directors, shall have the right and power to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the Surviving Corporation and the shareholder and shareholders desiring to sell such shares to the Corporation.

14. Effective Date of Merger. The merger of the Constituent Corporations shall become effective on January 1, 1999 (the "Effective Date").

15. Directors' Rights to Abandon Merger. The Board of Directors of each of the Constituent Corporations shall have the power of its discretion to abandon the merger provided for herein prior to the filing of this Plan provided such Corporation has such power under the law applicable to it prior to the Effective Date.

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed hereto, by their respective presidents and secretaries, thereunto duly authorized by the respective Board of Directors and shareholders of the Constituent Corporations, on the dates indicated below.

INTEGRATED ENVIRONMENTAL SOLUTIONS
CORPORATION,
a Virginia corporation

By: J. Jowett
JAMES R. JOWETT, President
Dated: 12/18/98

(CORPORATE SEAL)

Dik Kaskashian
DIKRAN KASHKASHIAN, Secretary/
Treasurer
Dated: 12/18/98

IES - INTEGRATED ENVIRONMENTAL
SOLUTIONS CORPORATION,
a Florida corporation

By: J. Jowett
JAMES R. JOWETT, President
Dated: 12/18/98

(CORPORATE SEAL)

Dik Kaskashian
DIKRAN KASHKASHIAN, Secretary/
Treasurer
Dated: 12/18/98