



P98000103768

ACCOUNT NO. : 072100000032

REFERENCE : 202736 4720528

AUTHORIZATION :

Patricia Pujot

COST LIMIT : \$ 78.75

ORDER DATE : April 13, 1999

ORDER TIME : 11:11 AM

ORDER NO. : 202736-010

4/15/99

CUSTOMER NO: 4720528

CUSTOMER: Ms. Marlis J. Spear
Holland & Knight
Suite 2600
200 South Orange Avenue
Orlando, FL 32801

FILED
99 APR 13 PM 4:15
STATE DEPT. OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

99 APR 13 PM 1:40

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

400002837944--0

ENFM USA, INC.

INTO

ENFM USA, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

DR
4/13/99

ARTICLES OF MERGER
Merger Sheet

MERGING:

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

INTO

ENFM USA, INC., a Florida corporation, P98000103768

File date: April 13, 1999, effective April 15, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 78.75

EFFECTIVE DATE
4/15/99

FILED
99 APR 13 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER OF
ENFM USA, INC., A NEW YORK CORPORATION
WITH AND INTO
ENFM USA, INC., A FLORIDA CORPORATION

Pursuant to the provisions of Section 607.1101 of the Florida Statutes, the undersigned corporations hereby adopt the following Articles of Merger:

ARTICLE I - PLAN OF MERGER

The Plan of Merger of ENFM USA, INC., a New York Corporation, with and into ENFM USA, INC., a Florida corporation, with ENFM USA, INC., a Florida corporation being the surviving corporation, is attached hereto as Exhibit "A" and incorporated herein by reference.

ARTICLE II - ADOPTION OF PLAN OF MERGER

The Plan of Merger was approved by the shareholders and the directors of each corporation by written consents dated the April 12, 1999.

ARTICLE III - EFFECTIVE DATE OF MERGER

The effective date of the Merger shall be as of the close of business on April 15, 1999.

Dated this 12th day of April, 1999.

ENFM USA, INC., a New York Corporation

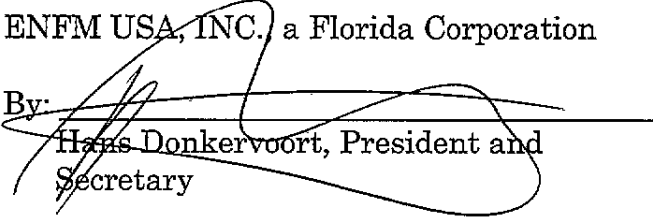
By: 

Hans Donkervoort, President

Attest: 

Joseph J. Van Heyle II

ENFM USA, INC. a Florida Corporation

By: 
Hans Donkervoort, President and
Secretary

F:\TAX\813\CORP\ENFM\ARTMERGER-FL

**PLAN OF MERGER
ENFM USA, INC, A NEW YORK CORPORATION
WITH AND INTO
ENFM USA, INC. A FLORIDA CORPORATION**

PLAN OF MERGER adopted for ENFM USA, INC., a business corporation organized under the laws of the State of New York, by resolution of its Board of Directors on April 12, 1999, and adopted for ENFM USA, INC., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on April 12, 1999. The names of the corporations planning to merge are ENFM USA, INC., a business corporation organized under the laws of the State of New York, and ENFM USA, INC., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which ENFM USA, INC., plans to merge is ENFM USA, INC.

1. ENFM USA, INC. (New York) and ENFM USA, INC. (Florida), shall, pursuant to the provisions of the laws of the State of New York and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, ENFM USA, INC., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of ENFM USA, Inc. (New York), which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation, and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present Bylaws of the surviving corporation will be the Bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall at the effective time and date of the merger be converted into zero shares of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the non-surviving corporation, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of the organization of the non-surviving corporation, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of New York and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and /or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or the merger herein provided for.

ENFM USA, INC.,
a New York Corporation

By: 
~~Hans Donkervoort, President~~

By: 
~~Hans Donkervoort,
Sole Director~~

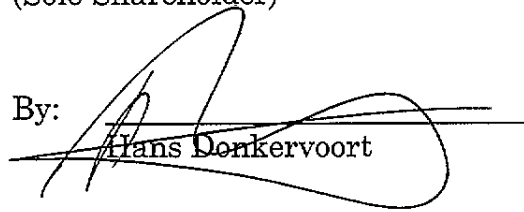
ENFM USA, INC.,
a Florida Corporation.

By: 
~~Hans Donkervoort, President~~

By: 
~~Hans Donkervoort,
Sole Director~~

EERSTE NEDERLANDSE FABRIEK
VAN MANOMETERS B.V.
(Sole Shareholder)

By:


Hans Donkervoort

EERSTE NEDERLANDSE FABRIEK
VAN MANOMETERS B.V.
(Sole Shareholder)

By:


Hans Donkervoort

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