

Division of Corporations

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P99000057952

Florida Department of State

Division of Corporations

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Division of Corporations

Fax Number : (850) 922-4000

From:

Account Name : WICKMAN & WYCKOFF, P.A.

Account Number : I19980000073

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MERGER OR SHARE EXCHANGE**PDE/USA INC.**

Certificate of Status	1
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*Merger**06-29-99**DC*

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99 JUN 29 10:33
DIVISION OF CORPORATIONS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

P.D. & E., INC., a Michigan corporation not qualified to transact business in
Florida

INTO

PDE/USA INC., a Florida corporation, P99000057952

File date: June 29, 1999

Corporate Specialist: Darlene Connell

Fax Audit #: H99000015776 0

**ARTICLES OF MERGER
OF
PDE/USA INC.
AND
P.D. & E., INC.**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one corporation:

1. The names of the corporations which are parties to the within merger are **PDE/USA INC.**, and **P.D. & E., INC.** The surviving corporation is **PDE/USA INC.**

2. The Plan of Merger, attached hereto as Exhibit A and made a part hereof, was approved by the Board of Directors and the shareholders of all classes of stock of **P.D. & E., INC.** on June 29, 1999, and by the Board of Directors and the shareholders of all classes of stock of **PDE/USA INC.** on June 29, 1999. The effective date of the merger is June 29, 1999.

PDE/USA INC., a Florida corporation

By: Donald P. Parks
Donald P. Parks, President

Dated: June 29, 1999

P.D. & E., INC., a Michigan corporation

By: Donald P. Parks
Donald P. Parks, President

Dated: June 29, 1999

FILED

99 JUN 29 PM 2:25

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Prepared By:
John E. Wickman, Esq.
Wickman & Wyckoff, P.A.
4909 Manatee Avenue West
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EXHIBIT "A"

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PLAN OF MERGER

THIS PLAN OF MERGER dated June 29, 1999, between **PDE/USA INC.**, a Florida corporation, hereinafter also called the surviving corporation, and **P.D. & E., INC.**, a Michigan corporation, hereinafter also called the absorbed corporation.

RECITALS

A. **PDE/USA INC.** is a corporation organized and existing under the laws of the State of Florida, with its principal office at 716A 17th Street East, Palmetto, FL 34221.

B. **PDE/USA INC.** is authorized to issue 10,000 shares of One Cent (\$.01) par value common stock, of which 1,000 shares are issued and outstanding.

C. **P.D. & E., INC.** is a corporation organized and existing under the laws of the State of Michigan, with its principal office at 26211 Central Park Blvd., Suite 220, Southfield MI 48076.

D. **P.D. & E., INC.** is authorized to issue 50,000 shares of One Dollar (\$1.00) par value common stock, of which 1,429 shares are issued and outstanding.

E. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that **P.D. & E., INC.**, be merged into **PDE/USA INC.** pursuant to the provisions of Sections 607.1101, et seq., of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

IN CONSIDERATION OF the mutual covenants herein contained, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

1. MERGER. **P.D. & E., INC.** shall merge with and into **PDE/USA INC.**, which shall be the surviving corporation.

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

3. CONVERSION OF SHARES. The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

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a. Each share of the One Dollar (\$1.00) par value common stock of **P.D. & E., INC.**, issued and outstanding on the effective date of the merger shall be converted into one share of the One Cent (\$.01) par value common stock of **PDE/USA INC.**, which shares of common stock of the surviving corporation shall thereupon be issued and outstanding. No rights to acquire the absorbed corporation's common stock are outstanding.

b. The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for 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 therefor certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of such fractional share interests, and the agent shall sell such whole shares and pay over the proceeds to the shareholders entitled thereto in proportion to their fractional share interests.

c. Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such shareholders. Thereafter, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such shareholders of the certificate for his or her shares in the surviving corporation.

4. ARTICLES OF INCORPORATION. The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger.

5. BYLAWS. The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

6. DIRECTORS AND OFFICERS. The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

7. APPROVAL BY SHAREHOLDERS. This Plan of Merger shall be submitted for the approval of the shareholders of the constituent corporations by written consent in the manner provided by the applicable laws of the State of Florida on or before June ~~29~~²⁹, 1999, or at such other time as to which the boards of directors of the constituent corporations may agree.

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8. EFFECTIVE DATE OF MERGER. The effective date and time of this merger shall be the date when the articles of merger are filed by the Florida Department of State or June 29, 1999, whichever is later.

9. ABANDONMENT OF MERGER. This Plan of Merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation without shareholder approval at any time prior to the effective date on the happening of either of the following events:

a. If the merger is not approved by the stockholders of either the surviving or the absorbed corporation on or before June 29, 1999.

b. If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting shareholders asserting dissenter's rights under the laws of the State of Florida.

10. EXECUTION OF AGREEMENT. This Plan of Merger may be executed in several counterparts, each of which shall be construed as an original, and all so executed will together constitute one Plan of Merger, binding on all the parties hereto, notwithstanding that all the parties may not be signatories to the same counterpart.

Executed on behalf of the parties by their officers and sealed with their corporate seals pursuant to the authorization of their respective boards of directors on the date first above written.

PDE/USA INC., a Florida corporation

By: Donald P. Parks
Donald P. Parks, President

(Corporate Seal)

P.D. & E., Inc., a Michigan corporation

By: Donald P. Parks
Donald P. Parks, President

(Corporate Seal)