



P99000064980

ACCOUNT NO. : 072100000032

REFERENCE : 328358 7165343

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 131.25

ORDER DATE : August 3, 1999

ORDER TIME : 2:50 PM

ORDER NO. : 328358-005

CUSTOMER NO: 7165343

200002949712--8

CUSTOMER: Marshall Harris, Esq
Display Technologies, Inc.
5029 Edgewater Drive

Orlando, FL 32810

ARTICLES OF MERGER

LOCKWOOD SIGN GROUP, INC.

INTO

LOCKWOOD ACQUISITIONS CORP.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX(3) CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS

* Database was originally updated in error reflecting that Display Technologies, Inc. also merged when it fact it did not merge. Corrected - 6/13/00

FILED
99 AUG -3 PM 4:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 AUG -3 PM 3:52
TALLAHASSEE, FLORIDA

AR
8/4/99

ARTICLES OF MERGER
Merger Sheet

MERGING:

LOCKWOOD SIGN GROUP, INC., a Georgia corporation not authorized to
transact business in Florida

INTO

LOCKWOOD ACQUISITIONS CORP. which changed its name to

LOCKWOOD SIGN GROUP, INC., a Florida corporation, P99000064980

File date: August 3, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032 Account charged: 131.25

**ARTICLES OF MERGER
OF LOCKWOOD SIGN GROUP, INC.
INTO LOCKWOOD ACQUISITIONS CORP.**

99 AUG -3 PM 4:47
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, these Articles of Merger provide as follows:

**ARTICLE I
Names and Surviving Corporation**

The names and states of incorporation of the corporations which are parties to the merger are:

<u>Name</u>	<u>State of Incorporation</u>
Lockwood Sign Group, Inc.	Georgia
Lockwood Acquisitions Corp.	Florida
Display Technologies, Inc.	Nevada

Lockwood Acquisitions Corp. shall be the surviving corporation (the "Surviving Corporation").

**ARTICLE II
Plan of Merger**

The Plan of Merger is attached hereto as Exhibit A.

**ARTICLE III
Approval of the Plan of Merger**

The Plan of Merger was adopted and approved, in accordance with Georgia law, by Lockwood Sign Group, Inc. ("Lockwood") as of July 1, 1999, by unanimous written consent of all of the directors, pursuant to which the board of directors of Lockwood submitted it for vote by the shareholders with a recommendation that it be approved. On the same date, one hundred percent (100%) of all of the votes entitled to be cast of each class of shares entitled to vote, approved the Plan of Merger by written consent.

The Plan of Merger was adopted by Lockwood Acquisitions Corp. as of July 1, 1999, in accordance with Florida law, by written consent of all of the directors of Displays Acquisitions Corp., pursuant to which the board of directors of Lockwood Acquisitions Corp. submitted it to the sole shareholder for its approval. On the same date, the sole shareholder of Lockwood Acquisitions Corp. approved the Plan of Merger by written consent.

The Plan of Merger was adopted by Display Technologies, Inc. as of July 1, 1999, in accordance with Nevada law, by written consent of all of the directors of Display Technologies, Inc. Approval by the shareholders of Display Technologies, Inc. is not required for this transaction.

ARTICLE IV
Effective Date of Merger

The merger shall be effective on the date of filing of these Articles of Merger by the Secretary of State of Florida.

ARTICLE V
Amendment to Articles

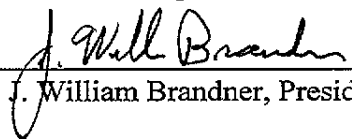
Simultaneously with filing of these Articles of Merger and without any further action by the Surviving Corporation, the name of the surviving corporation shall hereinafter be **Lockwood Sign Group, Inc.**

Dated as of the 30th day of July, 1999.

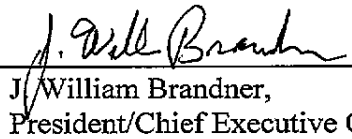
LOCKWOOD SIGN GROUP, INC.

By: 
Larry L. Johnson,
President/Chief Executive Officer

LOCKWOOD ACQUISITIONS CORP.

By: 
J. William Brandner, President

DISPLAY TECHNOLOGIES, INC.

By: 
J. William Brandner,
President/Chief Executive Officer

PLAN OF MERGER

THIS PLAN OF MERGER ("Agreement"), is entered into as of the 1st day of July, 1999, by and among: DISPLAY TECHNOLOGIES, INC., a Nevada corporation ("Parent"); LOCKWOOD ACQUISITIONS CORP., a Florida corporation and a wholly-owned subsidiary of Parent (the "Company"); and LOCKWOOD SIGN GROUP, INC., a Georgia corporation ("Lockwood").

WITNESSETH:

WHEREAS, the Board of Directors of Lockwood has determined that it is advisable and in the best interests of Lockwood and its shareholders, and the Board of Directors of the Company has determined that it is advisable and in the best interests of Company and its shareholders that Lockwood be merged with and into Company on the terms set forth herein; and

WHEREAS, the respective Boards of Directors of Lockwood and Company, by resolutions duly adopted, have approved and adopted this Plan of Merger and directed that it be submitted to their respective shareholders for approval; and

WHEREAS, the shareholders of Lockwood and the shareholders of the Company have unanimously approved this Plan of Merger.

NOW, THEREFORE, in consideration of the premises and of the mutual provisions, agreements and covenants herein contained and in accordance with the applicable laws of Florida and Georgia, the parties hereby agree as follows:

1. **Corporate Existence of Surviving Corporation.** At the effective time of the merger, Lockwood shall be merged with and into the Company ("Merger"). The Company shall be the surviving corporation of the Merger (hereinafter sometimes referred to as the "Surviving Corporation"). The corporate identity, existence, purposes, powers, franchises, rights and immunities of the Surviving Corporation shall continue unaffected and unimpaired by the Merger except as otherwise provided in paragraph 2 below. The corporate identity, existence, purposes, powers, franchises, rights and immunities of Lockwood shall be merged into the Surviving Corporation, and the Surviving Corporation shall be fully vested therewith. The separate existence of Lockwood, except insofar as otherwise specifically provided by law, shall cease at the effective time of the Merger whereupon Lockwood and the Surviving Corporation shall be and become one single corporation. The Surviving Corporation shall continue to render the same services provided by Lockwood.

2. **Articles of Incorporation of Surviving Corporation.** The Articles of Incorporation of the Company, as in effect immediately prior to the effective time of the Merger, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation, except that effective as of the date of filing this Plan of Merger and the Articles of Merger, the name of the Surviving Corporation shall be **Lockwood Sign Group, Inc.**
3. **Bylaws of Surviving Corporation.** The Bylaws of the Company, as in effect immediately prior to the effective time of the Merger, shall continue in full force and effect as the Bylaws of the Surviving Corporation, unless and until amended in accordance with law.
4. **Conversion and Exchange of Shares.** The manner of converting and exchanging the shares of each of Parent and Lockwood shall be as follows:
 - (a) At the effective time of the Merger, each holder of the 1,000 issued and outstanding shares of common stock of Lockwood shall, by virtue of the Merger and upon surrender of the original stock certificate(s) representing the respective holder's ownership interest in Lockwood, have each such share converted into \$1,900.00 cash, the right to receive 415,000 shares of common stock, \$.001 par value, of the Parent, certain additional shares of the Parent under the conditions provided in the Agreement and Plan of Merger and Reorganization dated as of July 1, 1999 between the constituent corporations and all of such shares of common stock of Lockwood shall thereafter cease to exist.
 - (b) The Merger shall effect no change in any of the issued and outstanding shares of common stock of the Company, and none of its shares shall be changed or converted as a result of the Merger.
4. **Effective Time of Merger.** The "effective time" of the Merger shall be the date of filing Articles of Merger with the Florida Department of State as required by Florida law.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be signed by their respective officers, thereunto duly authorized, in accordance with the requirements of Section 607.1101 of the Florida Statutes and Section 14-2-1105 of the Georgia Business Corporation Code], all as of the day and year first above written.

LOCKWOOD ACQUISITIONS CORP.

a Florida corporation

By: J. William Brandner
J. William Brandner, President

LOCKWOOD SIGN GROUP, INC.

a Georgia corporation

By: Larry L. Johnson
Larry L. Johnson,
President and Chief Executive Officer

DISPLAY TECHNOLOGIES, INC.

By: J. William Brandner
J. William Brandner,
President and Chief Executive Officer