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99 DEC 28 PM 4:15

DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 530775 7159924

AUTHORIZATION :

COST LIMIT : \$ 78.75

*Patricia Pizit*

ORDER DATE : December 28, 1999

ORDER TIME : 1:38 PM

ORDER NO. : 530775-015

CUSTOMER NO: 7159924

400003082074--6

CUSTOMER: Toni Clark, Paralegal  
Rafferty Gutierrez & Sanchez-  
Suite 1400  
1101 Brickell Avenue  
Miami, FL 33131

ARTICLES OF MERGER

HOERBIGER INTERVALVE INC.

Name change was not picked up in INTO  
the initial filing. Correspondence  
and computer corrected HOERBIGER INTERVALVE (FLORIDA)  
on April 4, 2000. INC.  
LFJ

*Merger  
12-30-99  
BKS*

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY

EFFECTIVE DATE  
12-31-99

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

*File 2/1/00*

RECEIVED  
99 DEC 28 PM 2:22  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
OF  
HOERBIGER INTERVALVE INC.  
AND

HOERBIGER INTERVALVE (FLORIDA), INC.

FILED

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

1. The name and jurisdiction of the surviving corporation is:

NAME:

JURISDICTION

Hoerbiger Intervolve (Florida) Inc.

Florida

2. The name and jurisdiction of each merging corporation is:

NAME

JURISDICTION

Hoerbiger Intervolve Inc.

Delaware

Hoerbiger Corporation of America  
(Florida), Inc.

Florida

**EFFECTIVE DATE**  
12-31-99

3. The Plan of Merger is attached hereto as Exhibit "A".

4. The merger shall become effective on December 31, 1999.

5. The Plan of Merger was adopted by the sole shareholder of the surviving corporation on the 22nd day of December, 1999.

6. The Plan of Merger was adopted by the sole shareholder of the merging corporation on the 22nd day of December, 1999.

7. Article I of the Articles of Incorporation of the surviving corporation is hereby amended as of the effective date of the merger to read as follows:

"ARTICLE I  
NAME

The name and address of this Corporation shall be:

HOERBIGER INTERVALVE, INC.

3350 Gateway Drive  
Pompano Beach, Florida 33069."

HOERBIGER INTERVALVE INC.

By: \_\_\_\_\_

Franz Gruber, President

HOERBIGER INTERVALVE (FLORIDA), INC.

By: \_\_\_\_\_

Franz Gruber, President

## PLAN OF MERGER

PLAN OF MERGER adopted on December 22, 1999 by Hoerbiger Intervolve Inc. ("HII") a business corporation of the State of Delaware, and by its Board of Directors on said date, and adopted on December 22, 1999 by Hoerbiger Intervolve (Florida), Inc. ("HIF") a business corporation incorporated under the laws of the State of Florida, and by its Board of Directors on said date.

1. HII and HIF shall, pursuant to the provisions of the General Corporation Law of the State of Delaware, and the provisions of the laws of the State of Florida, be merged with and into a single corporation, to wit, HIF, which shall be the surviving corporation upon the effective 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 the amended name of Hoerbiger Intervolve, Inc., pursuant to the provisions of the laws of the jurisdiction of its incorporation. The separate existence of HII, which is sometimes hereinafter referred to as the "terminating corporation", shall cease upon the effective date of the merger in accordance with the provisions of the General Corporation Law of the State of Delaware.

2. The number of outstanding shares of the terminating corporation is 12,000 shares, all of which are of one class and are common shares, all of which are entitled to vote.

3. The number of outstanding shares of the surviving corporation is 6,000 shares, all of which are of one class and are common shares, all of which are entitled to vote.

4. The Bylaws of the surviving corporation upon the effective date of the merger 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 laws of the jurisdiction of its incorporation.

5. The directors and the officers in office of the surviving corporation upon the effective date of the merger shall be 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 such election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

6. Each issued share of the terminating corporation shall, upon the effective date of the merger, be converted into one-half share of the surviving corporation. The issued shares of the surviving corporation shall not be converted into any manner, but each said share which is issued as of the effective day of the merger shall continue to represent one issued share of the surviving corporation.

7. The Plan of Merger herein made and adopted shall be submitted to the shareholders of the terminating corporation for their adoption or rejection in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware, and the merger of the terminating corporation with and into the surviving corporation shall be

authorized in the manner prescribed by the laws of the jurisdiction of incorporation of the surviving corporation.

8. In the event that the Plan of Merger shall have been adopted by the shareholders entitled to vote of the terminating corporation in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware, and in the event that the merger of the terminating corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of the incorporation of the surviving corporation, the terminating 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 Delaware and the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

9. The Board of Directors and the proper officers of the terminating 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 of the merger herein provided for.

10. The effective date of the merger shall be December 31, 1999.

HOERBIGER INTERVALVE INC.

By: 

Franz Gruber, President

HOERBIGER INTERVALVE (FLORIDA), INC.

By: 

Franz Gruber, President