

**IPT Technologies
Incorporated**

S64303

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

1.11.1999

FILED
99 JAN 15 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Reference: Articles of Merger with enclosed Plan of Merger. Total of 4 pages.

Dear Sirs,

Please find the Articles of Merger with Plan of Merger enclosed as well as our check in the amount of 78.75 as there are two parties involved and we would like a certified copy mailed to us.

Sincerely,



Ingolf V. Janerus

President

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-01/15/99--01086--001
*****78.75 *****78.75

Merger

VS JAN 25 1999

ARTICLES OF MERGER
Merger Sheet

MERGING:

I P T TECHNOLOGIES, INC., a Florida corporation, S64303

INTO

IPT TECHNOLOGIES, INC., a Connecticut corporation not qualified in Florida

File date: January 15, 1999

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>IPT Technologies, Inc.</u>	<u>Connecticut</u>
<u>(EIN 06-1532712)</u>	

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>IPT Technologies, Inc.</u>	<u>Florida</u>
<u>(EIN 65-0270426)</u>	
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Third: The Plan of Merger is attached. The surviving corporation is in compliance with section 607.1105, F.S.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on

The Plan of Merger was adopted by the board of directors of the surviving corporation on 1 / 1 / 1999 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 1 / 1 / 1999 and shareholder approval was not required.

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

IPT Technologies, Inc.
(EIN 06-1532712)

Yaffa
Yaffa

Ingolf V. Janeris, President

IPT Technologies, Inc.
(EIN 65-0270426)

Goldstein

Ingolf V. Janerus, President

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation is:

Name

Jurisdiction

IPT Technologies, Inc.

Connecticut

The name and jurisdiction of each subsidiary corporation is

Name

Jurisdiction

IPT Technologies, Inc.

Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property is as follows:

The surviving party is the parent corporation of the subsidiary and is the sole share holder of the subsidiary. There are no rights outstanding to acquire interests, shares, obligations or other securities of the subsidiary. When the merger has become effective there will be no shares outstanding of the subsidiary and the separate existence of the subsidiary ceases.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation; a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows: Not applicable.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows: There are no other provisions.