

V02887

ARTICLES OF MERGER
Merger Sheet

MERGING:

PATACO, INC., a Florida corporation, H35120

INTO

WILTONE INCORPORATED, a Florida corporation, V02887

File date: May 29, 1997, effective June 30, 1997

Corporate Specialist: Joy Moon-French

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

V02887

100002194191--8
-05/29/97--01014--002
****122.50 ****122.50

Pataco, Inc. Into.
Wiltone, Inc.

EFFECTIVE DATE
5-30-97

Signature _____

Requested by:

CD 5/29/97 10.00
Name Date Time

Walk-In _____ Will Pick Up _____ 7

Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Name Reservation _____
✓ Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
✓ Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status 5/30
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

FILED
97 MAY 29 PM 4 29
TALLAHASSEE FLORIDA
RECEIVED
97 MAY 29 AM 10:12
DIVISION OF CORPORATION

Merger
C.C.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 29, 1997

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: WILTONE INCORPORATED
Ref. Number: V02887

We have received your document for WILTONE INCORPORATED and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 797A00029159

Backdate

Corrected

RECEIVED
97 MAY 30 AM 9:19
DIVISION OF CORPORATIONS

Attn: Crystal



Thank Joy

FILED

97 MAY 29 PM 4:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
6-30-97

ARTICLES OF MERGER
OF
PATACO, INC., a Florida Corporation,
into
WILTONE INCORPORATED a Florida Corporation,

ARTICLES OF MERGER between PATACO, INC., a Florida corporation
("PATACO") and WILTONE ^{Incorporated} a Florida corporation ("WILTONE").

Pursuant to s. 607.1105 of the Florida Business Corporation
Act (the "Act") PATACO and WILTONE adopt the following Articles of
Merger.

1. The Plan of Merger is attached as Exhibit "A" and
incorporated by reference as if fully set forth.

2. Shareholders approval of the Merger was not required.

3. PATACO, INC., adopted the Plan of Merger on May 1st, 1997
by a vote of the Board of Directors.

4. WILTONE ^{Incorporated} adopted the Plan of Merger on May 1st, 1997
by a vote of the Board of Directors.

5. Pursuant to the Plan of Merger, all issued and
outstanding shares of PATACO's stock will be acquired by means of
a merger of PATACO into WILTONE with WILTONE the surviving
corporation ("Merger").

6. Pursuant to s. 607.1105(1)(b) of the Act, the date and
time of the effectiveness of the Merger shall be on June 30, 1997.

7. The Articles of Incorporation of Wiltone ^{Incorporated} shall be
the Articles of the Surviving Corporation.

IN WITNESS WHEREOF, the parties have set their hands this
28 day of May, 1997.

ATTEST:

PATACO, INC.
a Florida corporation

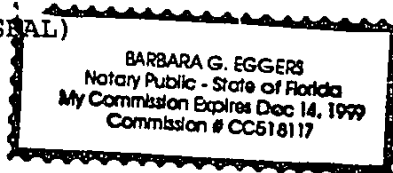
[Signature]
Daniel Reese, Secretary

Tina M. Reese
Tina Reese, President

STATE OF Florida
COUNTY OF Hillsborough

The forgoing instrument was acknowledged before me this
28 day of May, 1997 by Tina Reese, President, and Daniel
Reese, Secretary, of PATACO, INC., a Florida Corporation, on behalf
of the Corporation. He/She is personally known to me or has
produced _____ as identification.

(SEAL)



Barbara G. Eggers
Notary Public
Printed Name BARBARA G. Eggers
My commission expires: 12-14-99

ATTEST:

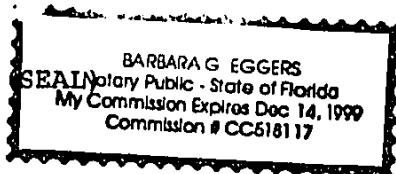
WILTONE Incorporated
a Florida corporation

[Signature]
Daniel Reese, Secretary

Tina M. Reese
Tina Reese, President

STATE Florida
COUNTY OF Hillsborough

The foregoing instrument was acknowledged before me this
28 day of May, 1997 by Tina Reese, President, and Daniel Reese,
Secretary of WILTONE Incorporated, a Florida Corporation. He/She is
personally known to me or has produced _____ as
identification.



Barbara G. Eggers
Notary Public
Printed Name: BARBARA G. Eggers
My commission expires: 12-14-99

PLAN OF MERGER

Merger between PATACO, INC., and WILTONE ^{Incorporated} (the "Surviving Corp."), (collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with s. 607.1101 et seq. of the Florida Business Corporation Act (the "Act").

1. Terms and Conditions. On the effective date of the merger, the separate existence of the Disappearing Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all real, personal, and mixed property of the Disappearing 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 Disappearing corporation shall be impaired by the merger.

2. Articles of Incorporation. The Articles of Incorporation of Surviving Corp., as previously amended and in effect immediately before the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.

3. Bylaws. The Bylaws of WILTONE ^{Incorporated} shall continue to be the Bylaws of the Surviving Corporation.

4. Manner and Basis of Converting Shares of Each Corporation and Rights to Agreed Shares. Upon the Effective Date, each share of Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall be converted into and exchanged for proportionate shares of Wiltone Stock in accordance with this Plan. The surviving corporation shall issue the remaining 50 authorized, but non issued shares to the current shareholder of Wiltone so as to maintain the existing 52/48 percent ownership ratio. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp.'s stock.

5. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

6. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in s. 607.1106 of the Act.

7. Supplemental Action. If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

8. Filing with the Florida Secretary of State and Effective Date. Disappearing Corp. and Surviving Corp. shall cause their respective President (or Vice President) to execute Articles of Merger in the form attached to this Agreement and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with s. 607.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be June 30, 1997.

9. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with s. 607.1103 of the Act.

10. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.