

V28943

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June 25, 1997

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OF COUNSEL
STUART C. WHITE

Sandra B. Mortham, Secretary of State
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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*****70.00 *****70.00

Re: Merger of BOCA Chemicals International Incorporated, a
Florida corporation with and into BOCA Chemicals
International Incorporated, a Virginia Corporation

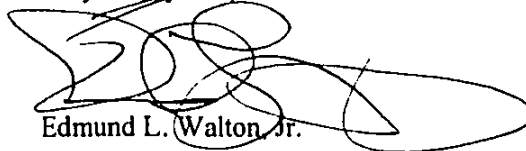
Dear Ms. Mortham:

Please find enclosed Articles of Merger for BOCA Chemicals International Incorporated, a Florida corporation, and BOCA Chemicals International Incorporated, a Virginia corporation. The surviving corporation will not be authorized to transact business in Florida.

I also enclose our check in the amount of \$70.00 with respect to this filing.

If you have any questions with respect to the foregoing, please do not hesitate to call.

Very truly yours,



Edmund L. Walton, Jr.

ELWjr:ljm

Enclosure

cc: Mr. Andrew Bradick

merger
sp 7/8/97

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SECRETARY OF CORPORATIONS
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ARTICLES OF MERGER
Merger Sheet

MERGING:

BOCA CHEMICALS INTERNATIONAL INCORPORATED, #V28943, a FL Corp.

INTO

BOCA CHEMICALS INTERNATIONAL INCORPORATED, a Virginia
corporation not qualified in Florida.

File date: June 30, 1997

Corporate Specialist: Susan Payne

ARTICLES OF MERGER AND RESTATEMENT

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DIVISION OF CORPORATIONS

ARTICLES OF MERGER OF BOCA CHEMICALS INTERNATIONAL
INCORPORATED, a Florida corporation ("BOCA FLORIDA"), and BOCA
CHEMICALS INTERNATIONAL INCORPORATED, a Virginia corporation ("BOCA
VIRGINIA"), dated May 31, 1997 and restatement of Articles of
Incorporation of the surviving corporation, BOCA CHEMICALS
INTERNATIONAL INCORPORATED.

I. Plan of Merger.

1. Name. The name of each constituent corporation is
as follows: BOCA CHEMICALS INTERNATIONAL INCORPORATED (BOCA
FLORIDA) and BOCA CHEMICALS INTERNATIONAL INCORPORATED (BOCA
VIRGINIA). BOCA FLORIDA will be merged into BOCA VIRGINIA. The
name of the surviving corporation is BOCA CHEMICALS INTERNATIONAL
INCORPORATED.

2. Terms and Conditions. Anything herein or elsewhere
to the contrary notwithstanding, the merger shall not be made
effective if prior to the effective date of the merger:

- (a) The Board of Directors of BOCA FLORIDA and
BOCA VIRGINIA elect that it shall not be made
effective; or
- (b) The holders of more than one-third of the
common shares of either corporation have
objected to the merger; or
- (c) Satisfactory arrangements have not been made
for exchanging the outstanding shares of BOCA
FLORIDA for common shares of BOCA VIRGINIA at,
or prior to, the effective date of the merger.

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DIVISION OF CORPORATIONS

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3. **Treatment of Shares of Constituent Corporation.** The manner of converting the shares of BOCA FLORIDA into shares of BOCA VIRGINIA is as follows:

- (a) On the effective date of the merger, each common share of the no par value stock of BOCA FLORIDA which shall be issued and outstanding shall be converted into one common share of BOCA VIRGINIA.
- (b) Upon the effective date of the merger, each holder of an outstanding certificate or certificates theretofore representing common shares of BOCA FLORIDA shall surrender the same to BOCA VIRGINIA. Such holder shall be entitled upon such surrender to receive a certificate or certificates representing the full number of common shares of BOCA FLORIDA into which the common shares of BOCA VIRGINIA theretofore represented by such certificates shall have been converted. Until so surrendered, each outstanding certificate which, prior to the effective date of the merger, represented common shares of BOCA FLORIDA, shall be deemed for all corporate purposes, other than payment of dividends, to evidence ownership of the common shares of BOCA VIRGINIA into which such shares shall have been converted.

II. Restatement of Articles of Incorporation.

1. **Restatement.** The Articles of Incorporation of the surviving corporation shall be completely restated as follows:

(a) The name of the corporation shall be **BOCA CHEMICALS INTERNATIONAL INCORPORATED**.

(b) The aggregate number of shares which the corporation shall have authority to issue shall be 5000 shares.

(c) There shall be no preemptive rights in the shares of the corporation.

(d) The address of the registered office of the corporation shall be Suite 700, 2010 Corporate Ridge, McLean, Virginia 22102 and Andrew A. Bradick, an officer of the Corporation, whose address is Suite 700, 2010 Corporate Ridge, McLean, Virginia 22102, shall be the Registered Agent of the corporation.

III. Approval of Plan of Merger.

1. **Corporate Formalities.** The foregoing Plan of Merger was approved in accordance with the Articles of Incorporation as the same may have been amended as of the date of such approval of each corporation.

2. **Approval of BOCA FLORIDA.** The Board of Directors of BOCA FLORIDA adopted a Plan of Merger by Unanimous Consent as of May 31, 1997. By Unanimous Consent as of May 31, 1997, the Shareholders of BOCA FLORIDA approved the Plan of Merger.

3. **Approval of BOCA VIRGINIA.** The Board of Directors of BOCA VIRGINIA adopted the Plan of Merger by Unanimous Consent as of May 31, 1997. By Unanimous Consent as of May 31, 1997, the

Shareholders OF BOCA VIRGINIA approved the Plan of Merger.

IV. Authorized and Outstanding Shares.

1. **BOCA VIRGINIA.** BOCA VIRGINIA is authorized to issue 5,000 shares of its common stock, 1,000 shares of which are currently outstanding and are owned by Michael J. Smithlin and Andrew A. Bradick.

2. **BOCA FLORIDA.** BOCA FLORIDA is authorized to issue 10,000 shares of its common stock, 1,000 shares of which are currently issued and outstanding and are owned by Michael J. Smithlin and Andrew A. Bradick.

V. Shares Voting for Plan of Merger.

1. **BOCA VIRGINIA.** All of the 1,000 shares of BOCA VIRGINIA which are issued and outstanding, voted for the Plan of Merger.


2. **BOCA FLORIDA.** All of the 1,000 shares of BOCA FLORIDA, which are issued and outstanding, voted for the Plan of Merger.

VI. DOMICILE OF SURVIVING CORPORATION. BOCA CHEMICALS INTERNATIONAL INCORPORATED, the surviving corporation, shall be a Virginia corporation which has no present intention to do business in the State of Florida.

VII. Effective Date.

The effective date of the merger for accounting purposes will be May 31, 1997 and for all other purposes the date upon which the appropriate certificate is issued by the Virginia State Corporation Commission.

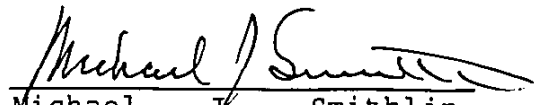
ATTEST:


Andrew A. Bradick,
Secretary

BOCA FLORIDA:

BOCA CHEMICALS INTERNATIONAL
INCORPORATED


BY


Michael J. Smithlin,
President


BOCA VIRGINIA:

BOCA CHEMICALS INTERNATIONAL
INCORPORATED

ATTEST:


Andrew A. Bradick,
Secretary

BY


Michael J. Smithlin,
President