



V-65119

FILED  
98 MAY 27 AM 10:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032  
REFERENCE : 821074 4301184  
AUTHORIZATION : *Patricia Pizzuti*  
COST LIMIT : \$ 70.00

ORDER DATE : May 15, 1998

ORDER TIME : 10:50 AM

ORDER NO. : 821074-010

CUSTOMER NO: 4301184

CUSTOMER: Ivan Blumenthal, Esq  
Kane Kessler, P.c.  
1350 Avenue Of The Americas  
26th Floor  
New York, NY 10019

500002526875--1

ARTICLES OF MERGER

AUTOMATED MANUFACTURING  
SOLUTIONS, INC.

INTO

AUTOMATED MANUFACTURING  
SOLUTIONS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

RECEIVED  
98 MAY 18 AM 11:24  
DIVISION OF CORPORATION

*Merger*

*CC*

5-27-98

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

AUTOMATED MANUFACTURING SOLUTIONS, INC., a Florida corporation,  
V65119

INTO

**AUTOMATED MANUFACTURING SOLUTIONS, INC.**, a Delaware corporation  
not qualified in Florida.

File date: May 27, 1998

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Account charged: 70.00



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 18, 1998

CSC

TALLAHASSEE, FL

SUBJECT: AUTOMATED MANUFACTURING SOLUTIONS, INC.  
Ref. Number: V65119

We have received your document for AUTOMATED MANUFACTURING SOLUTIONS, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

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 (850) 487-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 998A00027642

**KANE KESSLER, P.C.**

1350 AVENUE OF THE AMERICAS  
NEW YORK, NEW YORK 10019-4896

(212) 541-6222

FAX: (212) 245-3009

NEW JERSEY OFFICE  
32 MERCER STREET  
HACKENSACK, N. J. 07601-5608  
(201) 487-2828  
FAX: (201) 487-3776

WRITER'S DIRECT NUMBER

THOMAS A. KANE (1928-1977)  
SIDNEY S. KESSLER (1938-1988)

JEFFREY H. DAICHMAN  
ERIC P. GONCHAR  
ARIS HAIGIAN  
S. REID KAHN\*\*  
EVAN H. KATZ  
ROBERT L. LAWRENCE  
JOSEPH NURNBERG  
RONALD L. NURNBERG\*  
JEFFREY A. OPPENHEIM  
ARTHUR M. ROSENBERG†  
DAVID R. ROTHFELD  
JEFFREY S. TULLMAN

ALBERT N. PROUJANSKY\*  
MICHAEL A. ZIMMERMAN  
OF COUNSEL

IVAN K. BLUMENTHAL  
STEVEN E. COHEN  
ERICKA DEWEY  
ERIC P. EISENSTADT  
DAVID HIRSH  
MITCHELL D. HOLLANDER†  
RICHARD M. ROSIER†  
JUDITH A. STOLL  
DANA M. SUSMAN†  
LAUREN TOPELSOHN†

ALSO ADMITTED  
\*FLA. BAR  
TN.J. BAR  
\*\*N.J. AND D.C. BAR

May 19, 1998

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

Attn: Cheryl Coulliette

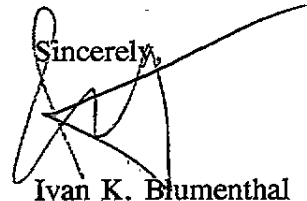
Re: Automated Manufacturing Solutions, Inc.  
Ref. Number V65119

Dear Ms. Coulliette:

Enclosed please find the Articles of Merger for the above-referenced corporation which is being re-submitted for filing with the plan of merger attached. Also enclosed is a copy of your letter which was to be returned with the enclosed documents.

Please call me with any questions.

Sincerely,



Ivan K. Blumenthal

IKB:pbf  
Enclosure

ARTICLES OF MERGER

OF

AUTOMATED MANUFACTURING SOLUTIONS, INC.  
(a Florida corporation)

and

AUTOMATED MANUFACTURING SOLUTIONS, INC.  
(a Delaware corporation)

FILED  
98 MAY 27 AM 10:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

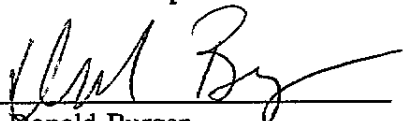
1. Annexed hereto and made a part hereof is the Agreement and Plan of Merger for merging Automated Manufacturing Solutions, Inc. a Florida corporation ("AMS Florida") with and into Automated Manufacturing Solutions, Inc. a Delaware corporation ("AMS Delaware").

2. The shareholders entitled to vote on the aforesaid Agreement and Plan of Merger of AMS Florida approved and adopted the Agreement and Plan of Merger by unanimous written consent on May 13, 1998, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

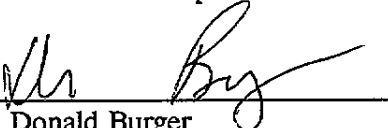
3. The merger of AMS Florida with and into AMS Delaware is permitted by the laws of the jurisdiction of organization of AMS Delaware and has been authorized in compliance with said laws. The date of approval and adoption of the Agreement and Plan of Merger by AMS Delaware was May 13, 1998.

Executed on May 13, 1998.

Automated Manufacturing Solutions, Inc.  
a Florida corporation

By:   
Donald Burger  
Chairman

Automated Manufacturing Solutions, Inc.  
a Delaware corporation

By:   
Donald Burger  
Chairman

## AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER adopted on May 13, 1998 by resolution of the Board of Directors of Automated Manufacturing Solutions, Inc., a business corporation organized under the laws of the State of Florida ("AMS Florida"), and adopted on May 13, 1998 by resolution of the Board of Directors of Automated Manufacturing Solutions, Inc. a business corporation organized under the laws of the State of Delaware ("AMS Delaware").

1. AMS Florida and AMS Delaware, shall, pursuant to the provisions of the Florida Business Corporation Act and the provision of the laws of the jurisdiction of organization of AMS Delaware be merged with and into a single corporation, to wit, AMS Delaware, 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 its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of AMS Florida, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The certificate of incorporation of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the certificate of incorporation of said surviving corporation and said certificate of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

3. The bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization 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 organization.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorship and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted and exchanged into one (1) issued and outstanding share of the surviving corporation. The issued

shares of the surviving corporation shall, at the effective time and date of the merger, be terminated and cancelled.

6. The Agreement and Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation of their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

7. In the event that the Agreement and Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the non-surviving 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 Florida and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving 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 Agreement and Plan of Merger or the merger herein provided for.