

# G25050

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12/30/02--01053--003 \*\*43.75

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**FILED**  
02 DEC 30 PM 2:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Merge on 9/8  
12-30-02  
1-1-03  
G25050  
Aulberry*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

E & H PRODUCTS, INC., a Florida entity, document G25050

INTO

**E & H PRODUCTS, INC..** a New Jersey entity not qualified in Florida

File date: December 30, 2002, effective January 1, 2003

Corporate Specialist: Carol Mustain

# Shackleton, Hazeltine and Bishop

RICHARD J. SHACKLETON (NJ & NY BAR)  
COLIN R. HAZELTINE  
MALCOLM S. ZLOTKIN (1972-1979)  
JAMES E. BISHOP  
ROBERT E. RUE (NJ & PA BAR)  
MARC A. ALTOBELLI

COUNSELLORS AT LAW  
ONE PASSAIC AVENUE  
FAIRFIELD, NEW JERSEY 07004  
(973) 882-4646  
TELEFAX NO. (973) 882-4620

SOUTH JERSEY OFFICE  
22<sup>ND</sup> ST. & LONG BEACH BLVD.  
SHIP BOTTOM, NJ 08008  
(609) 494-2136  
TELEFAX NO (609) 494-0870

NEW YORK OFFICE  
641 LEXINGTON AVE, 19TH FL.  
NEW YORK, NY 10022  
(800) 595-5520

OF COUNSEL  
KENNETH L. LEIBY, JR. (NJ & NY BAR)

December 27, 2002

PLEASE REPLY TO: SHIP BOTTOM   
FAIRFIELD   
NEW YORK   
PLEASE REFER TO:

## BY FEDERAL EXPRESS

Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

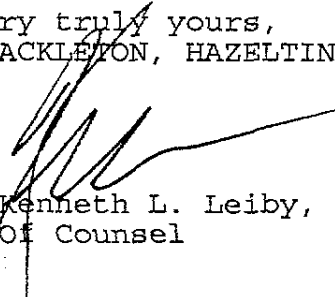
Re: E & H Products, Inc.  
Doc. No.: G25050  
Our file: 5184-49100

Gentlemen:

Please find enclosed a transmittal letter and an original and one copy of Articles of Merger for the above-captioned corporation. Please file the Articles and return a certified copy in the enclosed postage paid envelope. Our check for \$43.75 is enclosed.

Thank you very much.

Very truly yours,  
SHACKLETON, HAZELTINE & BISHOP

By   
Kenneth L. Leiby, Jr., Esq.  
Of Counsel

KLL:hmf  
ENC

**TRANSMITTAL LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** E & H PRODUCTS, INC.  
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kenneth L. Leiby, Jr., Esq.  
(Name of person)

Shackleton, Hazeltine & Bishop  
(Name of firm/company)

1 Passaic Avenue  
(Address)

Fairfield, NJ 07004  
(City/state and zip code)

For further information concerning this matter, please call:

Kenneth L. Leiby, Jr. at ( 973 ) 882-4646  
(Name of person) (Area code & daytime telephone number)

Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

**Mailing Address:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**  
Amendment Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

## Shackleton, Hazeltine and Bishop

RICHARD J. SHACKLETON (NJ & NY BAR)  
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OF COUNSEL:  
KENNETH L. LEIBY, JR. (NJ & NY BAR)

COUNSELLORS AT LAW  
ONE PASSAIC AVENUE  
FAIRFIELD, NEW JERSEY 07004  
(973) 882-4646  
TELEFAX NO. (973) 882-4620

January 14, 2003

SOUTH JERSEY OFFICE  
22<sup>ND</sup> ST. & LONG BEACH BLVD.  
SHIP BOTTOM, NJ 08008  
(609) 494-2136  
TELEFAX NO. (609) 494-0870

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641 LEXINGTON AVE, 19TH FL.  
NEW YORK, NY 10022  
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PLEASE REPLY TO: SHIP BOTTOM   
FAIRFIELD   
NEW YORK   
PLEASE REFER TO:

### BY FEDERAL EXPRESS

Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32314

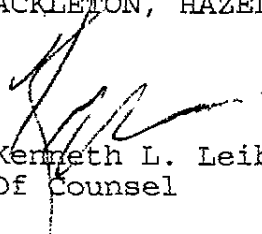
Re: E & H Products, Inc.  
Doc. No.: G25050  
Our file: 5184-49100

Gentlemen:

I am returning herewith a copy of your letter dated January 9, 2003, along with my check in the sum of \$35.00 in connection with the above matter.

Thank you very much.

Very truly yours,  
SHACKLETON, HAZELTINE & BISHOP

By   
Kenneth L. Leiby, Jr., Esq.  
Of Counsel

KLK:hmf  
ENC



FLORIDA DEPARTMENT OF STATE  
Ken Detzner  
Secretary of State



January 9, 2003

SHACKLETON, HAZELTINE & BISHOP  
% KENNETH LEIBY, JR.  
ONE PASSAIC AVE.  
FAIRFIELD, NJ 07004

SUBJECT: E & H PRODUCTS, INC.  
Ref. Number: G25050

We have received your document for E & H PRODUCTS, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

The fee to file your document is \$35.

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) 245-6916.

Carol Mustain  
Document Specialist

Letter Number: 903A00001265



**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

E & H PRODUCTS, INC.

*Craig R. Effenberger*

Craig R. Effenberger, President

E & H PRODUCTS, INC.

*Craig R. Effenberger*

Craig R. Effenberger, President



**PLAN OF MERGER**  
**(Non Subsidiaries)**

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

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

<u>Name</u>	<u>Jurisdiction</u>
<u>E &amp; H PROCUTS, INC.</u>	<u>NEW JERSEY</u>

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

<u>Name</u>	<u>Jurisdiction</u>
<u>E &amp; H PRODUCTS, INC.</u>	<u>NEW JERSEY</u>
<u>E &amp; H PRODUCTS, INC.</u>	<u>FLORIDA</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

**Third:** The terms and conditions of the merger are as follows:

The Florida entity shall be merged into the New Jersey entity. The Florida entity shall cease to exist and the New Jersey entity shall survive.

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation 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, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

All outstanding stock or other securities or rights with respect to such stock or other securities of the Florida entity shall be replaced on a one for one basis with stock, securities or rights of the New Jersey entity.

*(Attach additional sheets if necessary)*