File Number 4018-165-2

93572222



WENTED COMPANY

T05555 1RAN 7161 07/22/93 17:01:00 *-93-572222

COOK COUNTY RECORDER

INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

> In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois,



at the City of Springfield, this ____ day of JUNE A.D. 19 93 and of the Independence of the United States the two hundred and

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ELECTION OF PARTY

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UNOFFICIAL COPY (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

Na	Tot ame of Corporation	al Number of Share Outstanding of Each Class	S Number of Shares of Each C Owned Immediately Prior Merger by the Parent Corpor	to
b.	rne date of mailing a copy of the plan of mer subsidiary corporation was	ger and notice of the , 19	right to dissent to the shareholders of each m	nergir
	Nas written consent for the rootes or writter	n waiver of the 30 de	y period by the holders of all the outstanding	
	of all subsidiary corporations received?	Yes	y period by the holders of all the outstanding:	Snare
	If the answer is "No " the duplicate cupies	of the Articles of Me	rger may not be delivered to the Secretary o	of Cta
	intil after 30 days following the mailing of	copy of the plan o	f merger and of the notice of the right to dis	ıı sıa sent
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•	ne sharaholdara di addir marging subsidia	" Corporation.)		
	ne shareholders of each merging subsidia	a Corporation.)		
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Note (New March 1997) A march 1997 (1997)

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UNOFFICIAL COP BCA-11.25 ARTICLES OF MERGER CONSOLIDATION OR EXCHANGE (Rev. Jan. 1991) File # ! George H. Ryan and the control of the second property of the SUBMIT IN DUPLICATE Secretary of State Teacher States and Department of Business Services Springfield, IL 62756 This space for use by v of State Telephone (217) 782-6981 Date DO NOT SEND CASH! JUN 29 1993 Remit payment in check or money order, payable to "Secretary of State." Filing Fee Filing Fee is \$100, but if merger or con-GEORGE H. RYAN solidation of more than 2 corporations, SECRETARY OF STATE \$50 for each additional corporation. ्राक्षक कर कर हुन । एक क्रिकेश्वर जिल्लाक कर के स्टब्स्ट स्टब्स्ट के क्रिकेश कर विकास कर विकास कर की क्रिकेश कर की क्रिकेश कर की क merge 1. Names of the corporations proposing to recogniciatex , and the state of country of their incorporation: xexchange.chaieexState or Country of Incorporation Name of Corporation Wented Company Illinois Wented Company of Florida Florida 1 The laws of the state or country under which each corporation is incorporated permit such merger, consolidation or 三、大概構造的技術的 医高压锅 的复数 经结构 化二甲二甲甲二甲二 exchange. surviving

3. (a) Name of the special corporation: Wented Company

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(b) it shall be governed by the laws of:

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4. (iii) Plan of a consultations is as follows have a substance of the consensus of the consensus of the consultations are properly as the consultations of the consultations are properly as the consultation are properly as

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tract sufficient space to cover this point, add one or more sheets of this size

See Exhibit B attached hereto

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EXPEDITED

JUN 29 1993

SECRETARY OF STATE

Plan of sensalidation was approved, as to each corporation not organized in Illinois, in compliance with the

Article 7.) (Only "X" one box for each corpora	tion)		again (1865) an airte ag Martin (1865) ag gall ag Martin (1865) ag ar gleinig ag Martin (1865) ag ar gleinig ag ar
	By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.	By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in acordance with § 7.10 (§ 11.220)	By written conse of ALL the share holders entitled to vote, on the action in accordance with
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ented Company			
nted Company of Florida		.	
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(Not applicable if surviving, new or acquired it is agreed that, upon and after the issistate of the State of Illinois: a. The surviving, new or acquiring conforthe enforcement of any obligate a party to the merger, consolidated dissenting shareholder of any such	uiring corporation is an Illinois of uance of a certificate of merger orporation may be served with parties of any corporation organize on or exchange and in any pro	corporation) consultation or exchange process in the State of Illinois dunder the law of the State preeding for the enforcement	by the Secretary s in any proceed e of Illinois which nt of the rights o

surviving, new or acquiring corporation to accept service of process in any such preceedings, and

The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger; consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State

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of Illinois with respect to the rights of dissenting thareholders.

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SICRETARY OF STATE

EXHIBIT B

PLAN OF MERGER

PLAN OF MERGER approved as of June 25, 1993 by resolution adopted by at least a majority vote of the members of the Board of Directors of Wented Company, an Illinois business corporation, for the purpose of merging Wented Company of Florida, its wholly-owned subsidiary corporation of the State of Florida into Wented Company.

- 1. Wented Company, which is a business corporation of the State of Illinois and is the cuner of all of the outstanding shares of Wented Company of Florida, which is a business corporation of the State of Florida, hereby merges Wented Company of Florida into Wented Company pursuant to the provisions of the Florida Gereral Corporation Act and pursuant to the provisions of the laws of the State of Illinois.
- 2. The separate existence of Wented Company of Florida shall cease upon the effective date of the merger pursuanc to the provisions of the Florida General Corporation Act; and Wented Company shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.
- 3. The issued shares of Wented Company of Florida shall not be converted in any mainer but each share which is issued as of the effective date of the merger shall be surrendered and extinguished.
- 4. The Board of Directors and the proper officers of Wented Company 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 Plan of Merger or of the merger herein provided for."

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