

RE 07-01-1998



100751709

RECEIVED SHEET U.S. DEPARTMENT OF COMM. Patent and Trademark
attached original documents or copy thereof.

1. Name of conveying party(ies):
AAR ADVANCED TECHNOLOGY & RESEARCH, INC.

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance: **MRD 6-22-98**
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: MAY 5, 1998

2. Name and address of receiving party(ies)
Name: ATR INTERNATIONAL, INC.

Internal Address: _____

Street Address: 14201 MYERLAKE CIRCLE

City: CLEARWATER State: FL ZIP: 3376

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is: _____

A. Patent Application No.(s)

B. Patent No.(s) 4,370,372
B1 4,370,372
4,712,957

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: HERBERT W. LARSON, ESQ.

Internal Address: LARSON & LARSON, P.A.

Street Address: 7381 114th AVE. N.

STE. 406

City: LARGO State: FL ZIP: 33773

6. Total number of applications and patents involved: 3

7. Total fee (37 CFR 3.41).....\$ 120.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

12-0551

(Attach duplicate copy of this page if paying by deposit account)

~~06/30/1998 GENITH 00000065 120551 4370372~~

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DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

HERBERT W. LARSON
Name of Person Signing

Signature

6-17-98

Date

Total number of pages including cover sheet, attachments, and document: 7

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Merger, filed on May 20, 1998, effective May 31, 1998, as shown by the records of this office.

The document number of the surviving corporation is H34785.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twelfth day of June, 1998



CR2EO22 (2-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

AAR ADVANCED TECHNOLOGY & RESEARCH, INC., a Florida corporation
650192

INTO

ATR INTERNATIONAL, INC., a Florida corporation, H34785.

File date: May 20, 1998 , effective May 31, 1998

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 70.00

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

EFFECTIVE DATE
5/31/98

FILED
98 MAY 20 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
AAR ADVANCED TECHNOLOGY & RESEARCH, INC.
AND
ATR INTERNATIONAL, INC.

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the Florida parent business corporation and the foreign wholly-owned subsidiary business corporation named below do hereby submit the following Articles of Merger.

1. The following, attached hereto as Appendix I and incorporated herein by reference, is a Plan of Merger for merging AAR Advanced Technology & Research, Inc. ("Advanced"), a Florida corporation into ATR International, Inc. ("ATR"), a Florida corporation, as approved by the Board of Directors of the parent corporation on May 5, 1998.
2. The aforesaid Plan of Merger was adopted in accordance with the provisions of the Florida Business Corporation Act on May 5, 1998.
3. Sole Shareholder approval was not required for the merger.
4. The effective time and date of the merger herein provided for in the State of Florida shall be 11:58 p.m. (E.D.S.T.) on May 31, 1998.

Executed on May 5, 1998.

AAR ADVANCED TECHNOLOGY
& RESEARCH, INC., a Florida
corporation

By: William R. Higgins
William R. Higgins, President

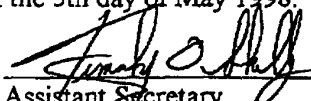
ATR INTERNATIONAL, INC.,
a Florida corporation

By: David P. Storch
David P. Storch, President

CERTIFICATES

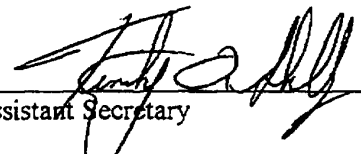
I, Timothy O. Skelly, the Assistant Secretary of AAR Advanced Technology & Research, Inc., a Florida Corporation ("Advanced"), hereby certify, as such Assistant Secretary, that the Agreement and Plan of Merger, dated as of May 5, 1998 between Advanced and ATR International, Inc., a Florida corporation, to which this Certificate is attached, after having been duly approved by written consent of the Directors of Advanced and thereby is the duly approved and adopted agreement and act of Advanced.

IN WITNESS WHEREOF, I have set my hand and the seal of AAR Advanced Technology & Research, Inc. to this Certificate as of the 5th day of May 1998.


Assistant Secretary

I, Timothy O. Skelly, the Assistant Secretary of ATR International, Inc., a corporation organized and existing under the laws of the State of Florida ("ATR"), hereby certify, as such Assistant Secretary, that the Agreement and Plan of Merger, dated as of May 5, 1998 between ATR and AAR Advanced Technology & Research, Inc., a Florida corporation, to which this Certificate is attached, after having been duly approved by written consent of the Directors of ATR and thereby is the duly approved and adopted agreement and act of ATR.

IN WITNESS WHEREOF, I have set my hand and the seal of ATR International, Inc. to this Certificate as of the 5th day of May 1998.


Assistant Secretary

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Agreement"), dated as of May 5, 1998, by and among ATR International, Inc. ("ATR"), a Florida Corporation and AAR Advanced Technology & Research, Inc. ("Advanced"), a Florida corporation; ATR and Advanced are sometimes referred to herein as the "Constituent Corporations";

1. The Merger.

ATR, which is the owner of all of the outstanding shares of Advanced, hereby merges Advanced into ATR pursuant to the provisions of the Florida Business Corporation Act.

2. Existence.

The separate existence of Advanced shall cease at the Effective Time and date of the merger (as hereinafter defined), and ATR shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Business Corporation Act.

3. Conversion of Shares.

The issued shares of Advanced shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

4. Further Action.

The Board of Directors and the proper officers of ATR 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.

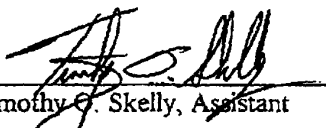
5. Effective Time.

The effective time and date of the merger (the "Effective Time") shall be at 11:58 PM (E.D.S.T.) on May 31, 1998.

THE FOREGOING AGREEMENT AND PLAN OF MERGER, having been approved by the Board of Directors of each Constituent Corporation, and Shareholder approval of each Constituent Corporation not being required, and that fact having been certified on said Agreement and Plan of Merger by the Assistant Secretary of each Constituent Corporation, the President of each Constituent Corporation do now hereby execute the Agreement and Plan of Merger and the Assistant Secretary of each Constituent Corporation does hereby attest to the execution of the Agreement and Plan of Merger, as the respective act, deed and agreement of each Constituent Corporation, as of the 5th day of May, 1998.

ATTEST:


AAR ADVANCED TECHNOLOGY &
RESEARCH, INC., a Florida corporation

By: 
Timothy G. Skelly, Assistant
Secretary

By: 
William R. Higgins, President

ATTEST:

ATR INTERNATIONAL, INC.

By: 
Timothy G. Skelly, Assistant
Secretary

By: 
David P. Storch, President