



**ARTICLES OF MERGER****OF****SYSTEMONE TECHNOLOGIES INC., a Florida corporation****INTO****MANSUR INDUSTRIES INC., a Florida corporation**

Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Business Corporation Act, SYSTEMONE TECHNOLOGIES INC, a Florida corporation ("SystemOne"), and MANSUR INDUSTRIES INC., a Florida corporation ("Mansur"), adopt the following Articles of Merger for the purpose of merging SystemOne with and into Mansur.

**FIRST:** The Agreement and Plan of Merger (the "Plan of Merger") is attached as Exhibit A.

**SECOND:** The Plan of Merger between Mansur and SystemOne was adopted by (i) the Board of Directors on April 27, 2000 and (ii) the Board of Directors of SystemOne on April 27, 2000. The change of the name from "Mansur Industries Inc." to "SystemOne Technologies Inc." (as set forth in the Plan of Merger) was approved by the shareholders of Mansur on June 29, 2000.

**IN WITNESS WHEREOF**, these Articles of Merger have been executed on behalf of the parties hereto as of the 10th day of July, 2000.

**SYSTEMONE TECHNOLOGIES, INC.**  
\_\_\_\_\_  
Paul I. Mansur, Chief Executive Officer**MANSUR INDUSTRIES INC.**  
\_\_\_\_\_  
Paul I. Mansur, Chief Executive Officer

FILED  
JUL 12 AM 11:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**EXHIBIT A****AGREEMENT AND PLAN OF MERGER**

**AGREEMENT AND PLAN OF MERGER**, dated July 10, 2000, between SYSTEMONE TECHNOLOGIES INC., a Florida corporation ("SystemOne"), and MANSUR INDUSTRIES INC., a Florida corporation ("Mansur" or the "Surviving Corporation").

WHEREAS, Mansur and SystemOne desire to effect the statutory merger of SystemOne with and into Mansur, with Mansur to survive such merger.

1. **Constituent Corporations.** Mansur and SystemOne shall be parties to the merger (the "Merger") of SystemOne with and into Mansur.

2. **Terms and Conditions of Merger.** SystemOne (the "Constituent Corporation") shall, pursuant to the provisions of the Florida Business Corporation Act (the "BCA"), be merged with and into Mansur, which shall continue to exist pursuant to the laws of the State of Florida. Upon the effective date of the Merger (as set forth in paragraph 7) (the "Effective Date"), the existence of the Constituent Corporation shall cease. On the Effective Date, the Surviving Corporation shall assume the obligations of the Constituent Corporation. The name of the Surviving Corporation shall be "SystemOne Technologies Inc."

3. **Capital Stock; Conversion of Shares.** Upon the Effective Date, all outstanding shares of common stock, \$.001 par value per share, of SystemOne issued and outstanding immediately prior to the Effective Date shall, immediately after the Merger, be retired. Upon the Effective Date, all outstanding shares of common stock, \$0.01 par value per share, of Mansur shall for all purposes be deemed to evidence the ownership of the same number of shares of Mansur as outstanding immediately prior to the Effective Date.

4. **Articles of Incorporation.** The Amended and Restated Articles of Incorporation of Mansur (the "Articles") as in effect immediately prior to the Effective Date shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

5. **Bylaws.** The Bylaws of Mansur as of the Effective Date shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

6. **Directors and Officers.** The directors and officers of Mansur in office on the Effective Date shall continue to be the directors and officers of the Surviving Corporation, all of whom shall hold their directorships 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.

7. **Effective Date.** The Merger shall become effective on the date (the "Effective Date") on which Articles of Merger have been filed with the Secretary of State of the State of Florida.

8. **Amendment of Plan of Merger.** The Board of Directors of Mansur and SystemOne are authorized to amend this Plan of Merger at any time prior to the Effective Date, subject to Section 607.1103(8) of the BCA.

IN WITNESS WHEREOF, this Agreement has been executed as of the date first written above.

**SYSTEMONE TECHNOLOGIES INC.**

By: Paul I. Mansur  
Paul I. Mansur, Chief Executive Officer

**MANSUR INDUSTRIES INC.**

By: Paul I. Mansur  
Paul I. Mansur, Chief Executive Officer