

683522

LAW OFFICES
PETER M. MACNAMARA
A PROFESSIONAL ASSOCIATION

3908 MAIN HIGHWAY
MIAMI, FLORIDA 33133-6513

TELEPHONE (305) 374-5546
TELECOPIER (305) 447-1261

FILED
98 MAY -5 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 30, 1998

Division of Corporations
Florida Secretary of State
409 E. Gaines Street
Tallahassee, FL 32399

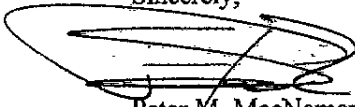
~~500002510615--9~~
~~-05/05/98--01033--018~~
~~***105.00 ***105.00~~

Dear Madame or Sir:

Enclosed herewith for filing please find the original and a copy (for receipt) of the Articles of Merger and the Plan and Agreement of Merger between Kendall Electro-Products Co., Inc. And Rist Investment Corp. Please also find enclosed herewith the original and a copy (for receipt) of the Articles of Dissolution for Kendall Electro-Products Co., Inc. for filing after the foregoing merger.

Finally, enclosed herewith please find my check in the amount of \$105.00 in payment of the \$35.00 merger fee for each corporation and the \$35.00 dissolution fee. Please receipt the copies of the filed documents and return same to the undersigned in the stamped, addressed envelope provided for your convenience.

Sincerely,



Peter M. MacNamara

500002510615--9
-05/05/98--01033--018
105.00 **70.00

VB MAY 13 1998

Merger

ARTICLES OF MERGER
Merger Sheet

MERGING:

RIST INVESTMENT CORPORATION, a Florida corporation, 683525

INTO

KENDALL ELECTRO-PRODUCTS CO., INC., a Florida corporation, 683522.

File date: May 5, 1998

Corporate Specialist: Velma Shepard

FILED
98 MAY -5 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
BETWEEN KENDALL ELECTRO-PRODUCTS CO., INC.
AND RIST INVESTMENT CORP.**

THESE ARTICLES OF MERGER as of the 30th day of October, 1997, between Kendall Electro-Products Co., Inc. of Florida, formerly Kendall Plastics Corp., a Florida corporation with its principal offices at 10461 S.W. 186 Lane, Miami, Florida 33157, and Rist Investment Corp., a Florida corporation, with its principal place of business at 18014 S.W. 83 Court, Miami, Florida 33157.

1. The Plan of Merger is attached hereto as Exhibit "A".
2. The effective date and the time of this merge shall be the later of date of filing or midnight on Friday, October 31, 1997.
3. Pursuant to Florida Statute §607.1104 (1997), a parent may merge into its wholly-owned subsidiary the without the approval of the shareholders of the parent or the subsidiary.
4. Kendall Electro-Products Co., Inc. adopted the Plan of Merger on October 30, 1997, by a vote of the Board of Directors.
5. Rist Investment Corp. adopted the Plan of Merger on October 30, 1997, by a vote of the Board of Directors.

IN WITNESS WHEREOF, the constituent corporations have caused their respective corporate names to be signed hereto by their respective presidents and secretaries, hereunto duly authorized by the respective Board of Directors and members thereof, the date and year first written above.

Signed in the presence of: Kendall Electro-Products Co., Inc.


Print Name: PETER M. MacNAMARA

By: Karsten Rist
Karsten Rist, President

Print Name: _____

Attest: Carol Rist
Carol Rist, Secretary

(Corporate Seal)

PETER M. MacNAMARA, P.A.

Signed in the presence of: Rist Investment Corp.



Print Name: PETER M. MacNAMARA

By: Karsten Rist

Karsten Rist, President

Carol Rist

Attest: Carol Rist
Carol Rist, Secretary

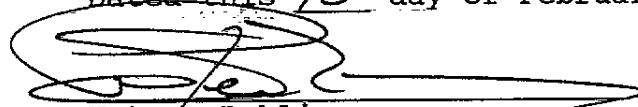
Print Name: _____

(Corporate Seal)

State of Florida)
)
County of Dade)

Before, the undersigned authority, personally appeared Karsten Rist, as President, and Carol Rist, as Secretary of Kendall-Electro-Products Co., Inc. () who each are personally known to me, or () who have produced _____ as identification and they each acknowledge that they executed the foregoing plan and agreement of merger for and on behalf of Kendall Electro-Products Co., Inc.

Dated this 18 day of February 1998.



Notary Public
My commission expires:

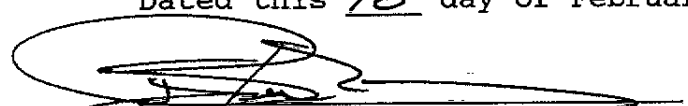


PETER M MACNAMARA
My Commission CC569209
Expires Jul. 14, 2000

State of Florida)
)
County of Dade)

Before, the undersigned authority, personally appeared Karsten Rist, as President, and Carol Rist, as Secretary of Rist Investment Corp. () who each are personally known to me, or () who have produced _____ as identification and they each acknowledge that they executed the foregoing plan and agreement of merger for and on behalf of Rist Investment Corp.

Dated this 18 day of February 1998.



Notary Public
My commission expires:



PETER M MACNAMARA
My Commission CC569209
Expires Jul. 14, 2000

PETER M. MACNAMARA, P.A.

**PLAN AND AGREEMENT OF MERGER
BETWEEN KENDALL ELECTRO-PRODUCTS CO., INC.
AND RIST INVESTMENT CORP.**

THIS PLAN AND AGREEMENT OF MERGER dated the 30th day of October, 1997, between Kendall Electro-Products Co., Inc. of Florida, formerly Kendall Plastics Corp., a Florida corporation with its principal offices at 10461 S.W. 186 Lane, Miami, Florida 33157, and Rist Investment Corp., a Florida corporation, with its principal place of business at 18014 S.W. 83 Court, Miami, Florida 33157.

WITNESSETH

1. Kendall Electro-Products Co., Inc. was incorporated on September 26, 1980 in the State of Florida under Charter No. 683522, and shall be the surviving corporation.

2. Rist Investment Corp. was incorporated on September 26, 1980, in the State of Florida, under Charter No. 683525, and is the sole shareholder of Kendall Electro-Products Co., Inc.

3. The Board of Directors and stockholders of Kendall Electro-Products Co., Inc. and the Board of Directors and stockholders of Rist Investment Corp., all unanimously deem it advisable that said corporations merge into Kendall Electro-Products Co., Inc. as the surviving corporation, and the Board of Directors and stockholders of each of these two corporations have unanimously duly approved and authorized the form of this plan and agreement of merger. The laws of the State of Florida permit such a merger in accordance with Florida Statute §607.1104 (1997).

NOW THEREFORE, in consideration of the premises, and of the mutual agreements and covenants herein contained, it is agreed that Kendall Electro-Products Co., Inc., and Rist Investment Corp. shall be and are hereby merged into:

KENDALL ELECTRO-PRODUCTS CO., INC.

and the terms and conditions of the merger and the mode of carrying the same into affect shall be as follows:

1. NAME OF SURVIVING CORPORATION

The name of the surviving corporation shall be:

KENDALL ELECTRO-PRODUCTS CO., INC.

2. OFFICE OF SURVIVING CORPORATION

The principle office of the surviving corporation shall be located at 18014 S.W. 83 Court, Miami, Florida 33157.

3. OFFICERS OF SURVIVING CORPORATION

The officers of the surviving corporation shall be those persons who held office in Kendall Electro-Products Co., Inc. immediately before the merger, such persons being as follows:

President	Karsten Rist
Vice President	Carol Rist
Treasurer	Carol Rist
Secretary	Carol Rist

4. ARTICLES OF INCORPORATION

The articles of incorporation of the surviving corporation shall be the articles of incorporation of Kendall Electro-Products Co., Inc., one of the constituent corporations, as filed with the Secretary of the State of Florida on September 26, 1980 and as amended on March 24, 1997.

5. BY-LAWS OF SURVIVING CORPORATION

The by-laws of Kendall Electro-Products Co., Inc. one of the constituent corporations shall be the by-laws of the surviving corporation.

6. BOARD OF DIRECTORS

The Board of Directors of the surviving corporation to serve from the time of this merger until the next election of the Board of Directors will be Karsten Rist and Carol Rist.

7. PURPOSES OF SURVIVING CORPORATION

The nature of the business of the surviving corporation and the objectives and purposes to be transacted, promoted, and carried on by it shall be the same as those of Kendall Electro-Products Co., Inc., one of the constituent corporations, as set forth in its Articles of Incorporation, as amended.

8. CAPITALIZATION OF SURVIVING CORPORATION

Kendall Electro-Products Co., Inc., the surviving corporation will continue to have the same capital structure as before, that is, 7,500 shares of common stock authorized with 5,000 issued and outstanding shares at the time of the merger. The manner and basis of converting the shares of Rist

Investment Corp., the absorbed corporation, into the shares of Kendall Electro-Products Co., Inc., the surviving corporation is as follows:

(a) Each of the four thousand (4,000) shares of one dollar (\$1.00) par value common stock of Rist Investment Corporation issued and outstanding on the effective date of the merger shall be converted and substituted into one and one quartershare of the seven dollar (\$7.00) par value common stock of Kendall Electro-Products Co., Inc., which shares of common stock of the surviving corporation shall thereupon be issued and outstanding. All of the pre-merger 5,000 shares of issued and outstanding stock of Kendall Electro-Products Co., Inc. issued to and held by Rist Investment Corp., prior to the merger shall be retired, substituted and converted on the effective date of the merger into 5,000 shares of issued and outstanding stock of Kendall Electro-Products Co., Inc. to Karsten Rist and Carol Rist.

(b) The retirement, substitution, and conversion of shares shall be effective as follows: after the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such certificates, the surviving corporation shall issue, substitute and exchange therefore certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above.

The substitution of the stock of Kendall Electro-Products Co., Inc., for the stock of Rist Investment Corp. (which is being retired as a result of this merger), substitutes and converts the stock of Kendall Electro-Products Co., Inc. (which was previously held by Rist Investment Corp.), as a wholly owned subsidiary thereof for the stock of Rist Investment Corp., in a downstream merger of the parent corporation into the subsidiary corporation.

9. AMOUNT OF CAPITAL

The amount of capital which the surviving corporation will begin business with shall be the same as that of Kendall Electro-Products Co., Inc., one of the constituent corporations.

10. EFFECTIVE DATE AND TIME OF MERGER

The effective date and the time of this merger shall be the later of date of filing or midnight on Friday, October 31, 1997.

11. DEBTS OF CONSTITUENT CORPORATION

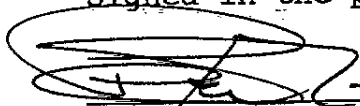
All debts of each of the constituent corporations in existence at the time of this merger shall become the debts of the surviving corporation and the surviving corporation hereby assumes and agrees to pay all such debts.

12. SHAREHOLDER APPROVAL

Pursuant to Florida Statute §607.1104 (1997), a parent may merge into its wholly-owned subsidiary the without the approval of the shareholders of the parent or the subsidiary.

IN WITNESS WHEREOF, the constituent corporations have caused their respective corporate names to be signed hereto by their respective presidents and secretaries, hereunto duly authorized by the respective Board of Directors and members thereof, the date and year first written above.

Signed in the presence of: Kendall Electro-Products Co., Inc.


Print Name: PETER M. MacNAMARA

By: Karsten Rist
Karsten Rist, President

Print Name: _____

Attest: Carol Rist
Carol Rist, Secretary

(Corporate Seal)

Signed in the presence of:

Rist Investment Corp.


Print Name: PETER M. MacNAMARA

By: Karsten Rist
Karsten Rist, President

Print Name: _____

Attest: Carol Rist
Carol Rist, Secretary

(Corporate Seal)

