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MERGER OR SHARE EXCHANGE

FLORIDA RF LABS, INC.

EFFECTIVE DATE
8-2-03

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TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF**

EMC TECHNOLOGY, INC.
(a Delaware corporation)

EFFECTIVE DATE
8-2-03

WITH AND INTO

FLORIDA RF LABS, INC.
(a Florida corporation)

Pursuant to Section 607.1105 of the Florida Business Corporation Act ("FBCA"), the undersigned corporations adopt the following articles of merger:

FIRST: The name of each corporation to be merged is Florida RF Labs, Inc., a Florida corporation (the "Surviving Corporation"), and EMC Technology, Inc., a Delaware corporation (the "Merged Corporation," and together with the Surviving Corporation, the "Constituent Corporations").

SECOND: Pursuant to Section 607.1101 of the FBCA, the Articles of Incorporation of the Surviving Corporation shall be amended to change the name of the Surviving Corporation from "Florida RF Labs, Inc." to "Smiths Interconnect Microwave Components, Inc."

THIRD: A Plan of Merger (the "Plan") was adopted by each of the Constituent Corporations.

FOURTH: The Plan was duly approved by unanimous consent by each of the stockholders and boards of directors of each of the Constituent Corporations pursuant to Section 607.1101 of the Florida Business Corporation Act.

FIFTH: The complete executed Plan is attached hereto as Exhibit A.

FIFTH: The Constituent Corporations have complied with laws of their respective jurisdiction of organization concerning this merger.

SIXTH: The merger shall become effective at 11:59 p.m. on August 2, 2003.

IN WITNESS WHEREOF, EMC Technology, Inc. and Florida RF Labs, Inc. have each caused these Articles of Merger to be signed as of this 20th day of July, 2003.

EMC TECHNOLOGY, INC.

By: [Signature]
Name: S. Queson
Title: DIRECTOR / PRESIDENT

FLORIDA RF LABS, INC.

By: [Signature]
Name: P. HAYES
Title: DIRECTOR / VICE-PRESIDENT

Exhibit A
Plan of Merger

PLAN OF MERGER
OF
EMC TECHNOLOGY, INC.
(a Delaware corporation)
WITH AND INTO
FLORIDA RF LABS, INC.
(a Florida corporation)

PLAN OF MERGER (the "Plan of Merger"), dated as of July 30, 2003 by and between EMC Technology, Inc., a corporation organized and existing under the laws of the State of Delaware ("EMC Technology") and Florida RF Labs, Inc., a corporation organized and existing under the laws of the State of Florida ("RF Labs"), with reference to the following recitals:

A. EMC Technology is a Delaware corporation whose issued and outstanding shares of common stock (the "EMC Technology Common Stock") are solely held by Smiths Group North America, Inc., a Florida corporation.

B. RF Labs is a Florida corporation whose issued and outstanding shares of common stock (the "RF Labs Common Stock") are solely held by Smiths Group North America, Inc., a Florida corporation.

C. Each of the Boards of Directors and the stockholders of EMC Technology and RF Labs have adopted resolutions approving this Plan of Merger in accordance with the Delaware General Corporation Law (the "DGCL") and the Florida Business Corporation Act (the "FBCA").

NOW, THEREFORE, the parties hereto, in consideration of the mutual covenants herein contained and intending to be legally bound, agree as follows:

1. Parties to Merger. RF Labs and EMC Technology (such corporate parties to the merger being hereinafter sometimes collectively referred to as the "Constituent Corporations") shall effect a merger (the "Merger") in accordance with and subject to the terms and conditions of this Plan of Merger.

2. Merger; Service of Process. At the Effective Time (as defined in Section 3 hereof), EMC Technology shall be merged with and into RF Labs, which latter corporation shall be, and is hereinafter sometimes referred to as, the "Surviving Corporation." The Surviving Corporation, which shall continue to be governed by the laws of the State of Florida, hereby

agrees that it may be served with process in the State of Florida in any proceeding for enforcement of any obligation of EMC Technology, as well as for enforcement of any obligation of the Surviving Corporation arising from the merger. A copy of such process shall be mailed by the Department of the State of the State of Florida to the Surviving Corporation at CT Corporation Systems, 1200 South Pine Island Road, Plantation, Florida 33324.

3. Filing and Effective Time. A Certificate of Merger shall be filed with the Secretary of State of the State of Delaware and the Department of State of the State of Florida, as appropriate, and such other documents and instruments as are required by, and complying in all respects with, the DGCL and the FBCA shall be delivered to the appropriate state officials for filing. The Merger shall become effective at 11:59 p.m. on August 2, 2003, (the "Effective Time").

4. Certificate of Incorporation. At the Effective Time, the Certificate of Incorporation of RF Labs shall be amended pursuant to Section 607.1101 of the FBCA to change the name of RF Labs from "Florida RF Labs, Inc." to "Smiths Interconnect Microwave Components, Inc." The amended Certificate of Incorporation shall be and thereafter remain the Certificate of Incorporation of the Surviving Corporation, until further amended in accordance with applicable law.

5. Bylaws. At the Effective Time, the Bylaws of RF Labs shall be and thereafter remain the Bylaws of the Surviving Corporation until altered, amended or repealed in the manner therein provided in accordance with the Certificate of Incorporation and Bylaws of the Surviving Corporation and applicable law.

6. Directors and Officers. At the Effective Time, the directors and the officers of RF Labs shall be the directors and the officers of the Surviving Corporation; each such director and officer shall hold office until his resignation or removal, in accordance with the Certificate of Incorporation and Bylaws of the Surviving Corporation and applicable law.

7. Effect of Merger. At the Effective Time, the Merger shall have the effect set forth in the DGCL and the FBCA.

8. Further Assurances. Each of the Constituent Corporations shall use their best efforts to take all action and to do all things necessary in order to consummate and make effective the actions contemplated in this Plan of Merger. If at any time the Surviving Corporation, or its successors or assigns, shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable to (a) vest, perfect or confirm, of record or otherwise, in the Surviving Corporation its rights, title or interest in, to or under any of the rights, properties or assets of EMC Technology acquired or to be acquired by the Surviving Corporation as a result of, or in connection with, the merger, or (b) otherwise carry out the purposes of this Plan of Merger, EMC Technology and its proper officers and directors shall be deemed to have granted to the Surviving Corporation an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and possession of such rights, properties or assets in the Surviving Corporation and otherwise to carry out the purposes of this Plan of Merger, and the proper

officers and directors of the Surviving Corporation are fully authorized in the name of EMC Technology or otherwise to take any and all such action.

9. Capital Stock. At the Effective Time, each share of EMC Technology Common Stock, issued and outstanding immediately prior to the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, shall be canceled and cease to exist. At the Effective Time, each issued and outstanding share of RF Labs Common Stock shall continue to be issued and outstanding and shall represent shares of stock of the Surviving Corporation.

10. Amendment or Termination. Notwithstanding shareholder approval of this Plan of Merger, this Plan of Merger may be amended or terminated at any time on or before the Effective Date by agreement of the Boards of Directors of the Constituent Corporations.

11. Counterparts. This Plan of Merger may be executed in counterparts each of which shall be deemed an original and all of which together shall be considered one and the same agreement. The parties agree that a facsimile may be executed as an original.

IN WITNESS WHEREOF, the parties hereto pursuant to the approval and authority duly given by resolutions adopted by the Boards of Directors and stockholders of each of EMC Technology and RF Labs, have duly executed this Plan of Merger as of the day and year first written above.

EMC TECHNOLOGY, INC.
a Delaware corporation

By: 
Name: S. P. Wilson
Title: Director / PRESIDENT

FLORIDA RF LABS, INC.
a Florida corporation

By:  
Name: S. Wilson
Title: Director / PRESIDENT
Name: P. Hay
Title: Director / VICE PRESIDENT