

J66839

**Godfrey  
& Kahn**  
ATTORNEYS AT LAW

GODFREY & KAHN, S.C.  
780 NORTH WATER STREET  
MILWAUKEE, WI 53202-3590  
TEL 414-273-3500  
FAX 414-273-5198

MILWAUKEE  
APPLETON  
GREEN BAY  
MADISON  
OSHKOSH

July 29, 1998

Florida Secretary of State  
Division of corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

800002605788--7  
-08/03/98--01107--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir/Madam:

Enclosed for filing are duplicate originals of the Articles of Merger of Diversitech, Inc. with and into Chr. Hansen, Inc. Also enclosed is a check in the amount of \$70.00 to cover the filing fee in this regard. Once this document has been filed, please indicate the date of filing on the extra original and arrange to have the same returned to me using the envelope enclosed.

Please contact me if you should require anything further.

Very truly yours,

GODFREY & KAHN, S.C.

*Michelle Toynton*

Michelle H. Toynton  
Paralegal

FILED  
AUG - 3 PM 2:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
9/1/98

Enclosures

cc: John F. Gaebler, Esq. (w/o encl.)

MW2-144435-1

*JF 8/6*

*y Mergen*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

DIVERSITECH, INC., a Florida corporation, J66839

INTO

**CHR. HANSEN, INC.**, a Wisconsin corporation not qualified in Florida.

File date: August 3, 1998

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER  
OF  
DIVERSITECH, INC.  
WITH AND INTO  
CHR. HANSEN, INC.

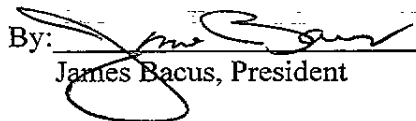
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
EFFECTIVE DATE  
9/1/98

The undersigned officers of Diversitech, Inc., a corporation organized under the laws of the State of Florida ("Diversitech"), and Chr. Hansen, Inc., a corporation organized under the laws of the State of Wisconsin ("Hansen"), pursuant to Sections 607.1101, 607.1105, and 607.1107 of the Florida Business Corporation Act and Sections 180.1101, 180.1105, and 180.1107 of the Wisconsin Business Corporate Law, hereby certify as follows:

1. The Agreement and Plan of Merger and Reorganization by and between Diversitech and Hansen, is attached hereto as Exhibit A and made a part hereof.
2. The merger of Diversitech with and into Hansen shall be effective at 12:01 a.m. C.D.S.T. on September 1, 1998 (the "Effective Date").
3. Acting in accordance with Sections 602.0821 and 607.0704, respectively, of the Florida Business Corporation Act, the Board of Directors and Sole Shareholder of Diversitech, Inc. adopted and approved said Agreement and Plan of Merger and Reorganization as of May 29, 1998 in accordance with Section 607.1103 of the Florida Statutes.
4. Acting in accordance with Sections 180.0821 and 180.0704, respectively, of the Wisconsin Business Corporation Law, the Board of Directors and Sole Shareholder of Hansen adopted and approved said Agreement and Plan of Merger and Reorganization as of May 29, 1998 in accordance with Section 180.1103 of the Wisconsin Statutes.
5. All provisions of the laws of the States of Wisconsin and Florida applicable to the proposed merger have been complied with.

IN WITNESS WHEREOF, Diversitech, Inc. and Chr. Hansen, Inc. have caused these Articles of Merger to be executed as of the 15th day of June, 1998.

DIVERSITECH, INC.

By:   
James Bacus, President

CHR. HANSEN, INC.

By:   
Leif Noergaard, President

**AGREEMENT AND PLAN OF MERGER AND REORGANIZATION**  
**OF**  
**DIVERSITECH, INC.**  
**WITH AND INTO**  
**CHR. HANSEN, INC.**

THIS AGREEMENT AND PLAN OF MERGER AND REORGANIZATION, made and entered into as of the 29th day of May, 1998, by and between Diversitech, Inc., a Florida corporation (hereinafter sometimes referred to as "Diversitech."), and Chr. Hansen, Inc., a Wisconsin corporation (hereinafter sometimes referred to as "Hansen" or the "Surviving Corporation").

W I T N E S S E T H:

WHEREAS, all of the issued and outstanding shares of stock of Diversitech are owned by Hansen, and

WHEREAS, operating economies and efficiencies can be obtained by merging Diversitech with and into Hansen on the terms and conditions hereinafter set forth in accordance with the laws of the States of Florida and Wisconsin which permit such merger.

NOW, THEREFORE, in consideration of the mutual promises hereinafter set forth, the parties hereto agree as follows:

1. The names of the corporations proposing to merge are Diversitech, Inc. and Chr. Hansen, Inc.
2. At the Effective Time (as defined in Paragraph 9, below), Diversitech shall merge with and into Hansen (the "Merger") and the Surviving Corporation shall exist by virtue and under the laws of the State of Wisconsin. The corporate identity, existence, powers, franchises, rights and immunities of Hansen shall continue unaffected and unimpaired by the Merger, and the corporate identity, existence, powers, franchises, rights and immunities of Diversitech shall be merged with and into the Surviving Corporation, and the Surviving Corporation shall be fully vested therewith. The separate existence of Diversitech, except insofar as it may be continued by reason of the Florida Statutes, shall cease upon this Plan of Merger and Reorganization becoming effective, and thereupon Diversitech and the Surviving Corporation shall become a single corporation.
3. At the Effective Time, as a consequence of the Merger, all of the issued and outstanding shares of stock of Diversitech shall be canceled. All of the issued and outstanding common stock of Hansen shall remain outstanding and shall thereafter represent the issued and outstanding common stock of the Surviving Corporation. No shares of stock of the Surviving Corporation shall be issued in connection with the Merger.

4. At the Effective Time, the Articles of Incorporation of Hansen shall be and remain the Articles of Incorporation of the Surviving Corporation.

5. At the Effective Time, the following individuals shall be and remain the Board of Directors of the Surviving Corporation, and the members thereof shall hold office until the next annual meeting of the sole shareholder of the Surviving Corporation and/or until their successors are duly elected and qualified:

Lars Frederiksen  
Jorgen Hartzberg  
Poul Hansen  
Aage Nyholm Thomsen  
Leif Noergaard

6. At the Effective Time, the following individuals shall be and remain the officers of the Surviving Corporation, and they shall hold office until their respective successors are duly elected and qualified:

Chairman of the Board	Poul Hansen
President/Chief Executive Officer	Leif Noergaard
Vice President	Jacqueline M. Beaudry
Vice President	Kenneth W. Genin
Vice President/Secretary/Treasurer	Debra K. Kessler
Vice President	Gordon T. Lane
Vice President	Thomas C. Rank

7. The first annual meeting of the sole shareholder of the Surviving Corporation to be held after the Effective Time shall be the annual meeting provided by the By-Laws of the Surviving Corporation.

8. The first regular meeting of the Board of Directors of the Surviving Corporation to be held after the Effective Time shall be convened in a manner provided in the By-Laws of the Surviving Corporation and may be held at the time and place specified in the notice of meeting.

9. This Agreement of Merger and Reorganization shall become effective at 12:01 a.m. C.D.S.T. on September 1, 1998, herein sometimes referred to as the "Effective Time."

10. At the Effective Time, the Surviving Corporation shall, without other transfer, succeed to and have all the rights, privileges, immunities and franchises and Surviving Corporation shall be subject to all the restrictions, disabilities and duties of Diversitech, and all property, real, personal and mixed, and all debts due to Diversitech on whatever account, including stock subscriptions to shares as well as other choses in action shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, franchises and each and every other interests shall be thereafter as effectively the property of the Surviving Corporation as they were of Diversitech.

11. This merger shall constitute a reorganization under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, and corresponding provisions of the Florida and Wisconsin Statutes.

IN WITNESS WHEREOF, the officers of each corporation have executed this Agreement and Plan of Merger and Reorganization as of the day, month and year first above written.

CHR. HANSEN, INC.

DIVERSITECH, INC.

By: \_\_\_\_\_  
Leif Noergaard, President

By: \_\_\_\_\_  
James Bacus, President

Attest:

Attest:

\_\_\_\_\_  
Debra K. Kessler, Secretary

\_\_\_\_\_  
Debra K. Kessler, Secretary

MW2-134548-1