

Division of Corporations

Page 1 of 1

P98000001469

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H04000215095 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)205-0380

From:

Account Name : NATIONAL CORPORATE RESEARCH, LTD.
Account Number : 1200000000088
Phone : (800)221-0102
Fax Number : (212)564-6083

MERGER OR SHARE EXCHANGE

Communication Technical Systems, Inc.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 05 |
| Estimated Charge | \$78.75 |

Electronic Filing Menu

Corporate Filing

Public Access Help

10/28
Ad. message

(((H04000215095 3)))

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (if known/ applicable) |
|---------------------------------------|---------------------|--|
| Communication Technical Systems, Inc. | Georgia | |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (if known/ applicable) |
|-------------------------|---------------------|--|
| Communication Technical | Florida | |
| Systems, Inc. (Florida) | | |
| | | |
| | | |
| | | |

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR _____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on September 17, 2003 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on September 17, 2003

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

(((H04000215095 3)))



OCT-27-2004 WED 04:41 PM NCR

FAX NO. 2125646997

P. 03

((H04000215095 3))

Seventh: SIGNATURES FOR EACH CORPORATION

| <u>Name of Corporation</u> | <u>Signature</u> | <u>Typed or Printed Name of Individual & Title</u> |
|--|---|--|
| Communication Technical Systems, Inc. (Florida) |  | Keith Gordon, Chief Executive Officer |
| Communication Technical Systems, Inc. |  | Keith Gordon, Chief Executive Officer |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |

((H04000215095 3))

(((H04000215095 3)))

PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan") is made as of September 17, 2003, by and among Communication Technical Systems, Inc. (Florida), a Florida corporation ("CTS-Florida"), and Communication Technical Systems, Inc., a Georgia corporation ("CTS-Georgia"). CTS-Florida and CTS-Georgia are hereinafter sometimes collectively referred to as the "Constituent Corporations."

WITNESSETH:

WHEREAS, the Board of Directors of each of the Constituent Corporations has determined it advisable and to the advantage of each Constituent Corporation that CTS-Florida merge with and into CTS-Georgia upon the terms and subject to the conditions set forth in this Plan; and

WHEREAS, each of the Constituent Corporations is a wholly-owned subsidiary of The CTS Corporations, an Arizona corporation.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties do hereby agree that, in accordance with the applicable statutes of the State of Florida and the State of Georgia, CTS-Florida shall merge with and into CTS-Georgia on the following terms, conditions and other provisions:

1. Merger and Effective Time. At the Effective Time (as defined below), CTS-Florida shall merge with and into CTS-Georgia (the "Merger"), with CTS-Georgia being the surviving corporation (the "Surviving Corporation"). The Merger shall become effective upon the close of business on the date when a duly executed copy of this Plan, along with all required certificates and/or articles are filed with the Department of State of the State of Florida and the Secretary of State of the State of Georgia (the "Effective Time").

2. Effect of Merger. At the Effective Time, the separate corporate existence of CTS-Florida shall cease; the corporate identity, existence, powers, rights and immunities of CTS-Georgia as the Surviving Corporation shall continue unimpaired by the Merger; and CTS-Georgia shall succeed to and shall possess all of the assets, properties, rights, privileges, powers, franchises, immunities and purposes, and be subject to all of the debts, liabilities, obligations, restrictions and duties of CTS-Florida, all without further act or deed.

3. Terms of Transaction. Subject to the terms and conditions of this Plan, at the Effective Time:

(a) Shares. (i) All of the previously issued and outstanding shares of Common Stock of CTS-Florida that were issued and outstanding immediately prior to the Effective Time, by virtue of the Merger and without any action by the holder thereof, shall be automatically retired and canceled and (ii) no new shares of Common Stock of CTS-Georgia will be issued.

(b) Options. (i) All options to purchase shares of Common Stock of CTS-Florida, if any, outstanding immediately prior to the Effective Time, by virtue of the Merger and without

(((H04000215095 3)))

any action by the holder thereof, shall be automatically canceled and (ii) no new options to purchase Common Stock of CTS Georgia will be granted.

4. Further Assurances. From time to time, as and when required by the Surviving Corporation or by its successors or assigns, there shall be executed and delivered on behalf of CTS-Florida such deeds, assignments and other instruments, and there shall be taken or caused to be taken by it all such further action as shall be appropriate, advisable or necessary in order to vest, perfect or confirm, or record or otherwise, in the Surviving Corporation the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of CTS-Florida, and otherwise to carry out the purposes of this Plan. The officers and directors of the Surviving Corporation are fully authorized in the name of and on behalf of CTS-Florida, or otherwise, to take any and all such actions and to execute and deliver any and all such deeds and other instruments as may be necessary or appropriate to accomplish the foregoing.

5. Governing Law. This Plan shall be governed by and construed under the laws of the State of Georgia.

6. Counterparts. In order to facilitate the filing and recording of this Plan, it may be executed in any number of counterparts, each of which shall be deemed to be an original.

[SIGNATURE PAGE FOLLOWS]


(((H04000215095 3)))

((H04000215095 3)))


[SIGNATURE PAGE TO PLAN OF MERGER]

IN WITNESS WHEREOF, this Plan is hereby executed on behalf of each of the
Constituent Corporations.

Communication Technical
Systems, Inc. (Florida)

By: 
Name: KEITH GORDON
Title: CEO

Communication Technical Systems, Inc.

By: 
Name: KEITH GORDON
Title: CEO