Janet NY

# 609210

ACCOUNTING CODE HERE

FILED
01 DEC 13 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NUMBER: FCA000000005

REFERENCE: (Sub Account)

DATE: 12-13

REQUESTOR NAME: Lexis Document Services

ADDRESS:

Merger

TELEPHONE: (____) (____-____) ext (____)

CONTACT NAME:

CORPORATION NAME: IST Acquisition Corp into Transportation Safety Contractors, Inc. (survivor)

DOCUMENT NUMBER: (if applicable)

AUTHORIZATION: C. Woodyard
Cynthia J. Woodyard

Merger

X CERTIFIED COPY (1-9)
__ CERTIFICATE OF STATUS (1-9)
__ PLAIN STAMPED COPY

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( ) Call When Ready
( ) Walk In
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( ) Call if Problem
( ) Will Wait

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AR
12/13/01

ARTICLES OF MERGER
Merger Sheet

MERGING:

1ST ACQUISITION CORP., a Delaware corporation not authorized to transact business in Florida

INTO

**TRANSPORTATION SAFETY CONTRACTORS, INC.**, a Florida entity, G09210

File date: December 13, 2001

Corporate Specialist: Annette Ramsey

Account number: FCA000000005 Amount charged: 78.75

**ARTICLES OF MERGER**
**of**
**IST ACQUISITION CORP.**
**(a Delaware corporation)**
**with and into**
**TRANSPORTATION SAFETY CONTRACTORS, INC.**
**(a Florida corporation)**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Agreement and Plan of Merger (the "Plan of Merger") for merging IST Acquisition Corp. ("Parent") with and into Transportation Safety Contractors, Inc. ("Subsidiary"), as approved by the Board of Directors of Parent on December 11, 2001 and approved by the Board of Directors of Subsidiary on December 11, 2001

2. The name and jurisdiction of the surviving corporation are:

| Name | Jurisdiction |
|---|---|
| Transportation Safety Contractors, Inc. | Florida |

3. The merger of Parent with and into Subsidiary is permitted by the laws of the jurisdiction of organization of Parent and has been authorized in compliance with the Delaware General Corporation Law, as amended.

4. The Plan of Merger was adopted by the sole stockholder of Parent on December 11, 2001.

5. The Plan of Merger was adopted by the sole shareholder of the Subsidiary on December 11, 2001.

6. The merger of the undersigned corporations will become effective upon the last to occur of the filing of these Articles of Merger with the Department of State of the State of Florida or the filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

These Articles of Merger have been executed on this 11th day of December 2001 by the parties set forth below.

**IST ACQUISITION CORP.**

By: _____
Name: Lance McNeill
Title: President

**TRANSPORTATION SAFETY CONTRACTORS, INC.**

By: _____
Name: Lance McNeill
Title: President

**AGREEMENT AND PLAN OF MERGER**
**of**
**IST ACQUISITION CORP.**
**(a Delaware corporation)**
**with and into**
**TRANSPORTATION SAFETY CONTRACTORS, INC.**
**(a Florida corporation)**

**THIS AGREEMENT AND PLAN OF MERGER** (the "Plan of Merger"), dated as of December 11, 2001, is by and between **IST ACQUISITION CORP.**, a Delaware corporation ("Acquisition Corp"), and **TRANSPORTATION SAFETY CONTRACTORS, INC.**, a Florida corporation ("TSI").

A. Acquisition Corp. is a corporation duly organized, validly existing and in good standing under the laws of the State of Delaware. Acquisition Corp. has authority to issue 200 shares of Common Stock, par value $.01 per share ("Acquisition Corp. Common Stock"), of which 100 shares are issued and outstanding.

B. TSI is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida. TSI has authority to issue 15,000 shares of Common Stock, par value $1.00 per share ("TSI Common Stock"), of which 3,750 shares are issued and outstanding.

C. Acquisition Corp. owns 100% of the outstanding shares of TSI Common Stock.

D. The Board of Directors and shareholders of each of Acquisition Corp. and TSI have adopted resolutions approving this Plan of Merger in accordance with the Delaware General Corporation Law, as amended (the "DGCL") and the Florida Business Corporation Act, as amended (the "FBCA").

E. New Viasys Holdings, LLC, a Delaware limited liability company ("New Viasys"), owns all of the outstanding shares of Acquisition Corp. Common Stock, and the transactions outlined above have been approved by the Managers of New Viasys.

**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. Acquisition Corp. and TSI (such corporate parties being hereinafter sometimes together 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; Governing Law. At the Effective Time (as defined in Section 3 hereof), Acquisition Corp. shall be merged with and into TSI, which latter corporation shall be, and is hereinafter sometimes referred to as, the "Surviving Corporation." The Surviving Corporation shall continue to be governed by the laws of the State of Florida.

3. Filing and Effective Time. Articles of Merger to be filed with the Department of State of the State of Florida, a Certificate of Ownership and Merger to be filed with the Secretary of State of the State of Delaware, and such other documents and instruments as are required by, and complying in all respects with, the FBCA and the DGCL shall be delivered to the appropriate state officials for filing. The Merger shall become effective upon the last to occur of the filing of the Articles of Merger with the Department of State of the State of Florida or the filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware (the "Effective Time").

4. Articles of Incorporation. At the Effective Time, the Articles of Incorporation of TSI, as amended, shall be and thereafter remain the Articles of Incorporation of the Surviving Corporation, until amended in accordance with applicable law, and the Surviving Corporation shall continue to be a corporation organized and governed by the laws of the State of Florida.

5. Bylaws. At the Effective Time, the Bylaws of TSI 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 Articles 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 TSI shall be the directors and the officers of the Surviving Corporation; each such director and officer shall hold office until his death, resignation or removal, in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation and applicable law.

7. Capital Stock. At the Effective Time:

(a) Each share of Acquisition Corp. Common Stock issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holders thereof, be canceled and cease to exist.

(b) New Viasys will receive a certificate for 3,750 shares of TSI Common Stock, representing 100% of the outstanding shares of Common Stock of the Surviving Corporation.

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

9. 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 Acquisition Corp. 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, Acquisition Corp. 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 Acquisition Corp. or otherwise to take any and all such action.

10. Dissenting Shareholders. There are no dissenting shareholders to this Plan of Merger.

11. 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.

12. Counterparts; Facsimile Signatures. 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 this Plan of Merger may be executed by facsimile signatures.

**IN WITNESS WHEREOF**, the parties hereto, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors, have duly executed this Agreement and Plan of Merger as of the day and year first written above.

**IST ACQUISITION CORP.**

By: _____
Name: Lance McNeill
Title: President

**TRANSPORTATION SAFETY CONTRACTORS, INC.**

By: _____
Name: Lance McNeill
Title: President