

305654



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 751842 4312752

AUTHORIZATION :

*Patricia Pigute*

COST LIMIT : \$ 60.00

ORDER DATE : June 30, 2000

ORDER TIME : 4:26 PM

ORDER NO. : 751842-005

200003312542--6

CUSTOMER NO: 4312752

CUSTOMER: Mabel Diamond, Legal Assistant  
Shipman & Goodwin LLP  
One American Row

Hartford, CT 06103-2819

ARTICLES OF MERGER

HSB RELIABILITY TECHNOLOGIES  
CORPORATION

INTO

HSB RELIABILITY TECHNOLOGIES  
LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_\_  
XX CERTIFIED COPY  
\_\_\_\_\_  
PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS: \_\_\_\_\_

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

00 JUL -3 PM 4:39

RECEIVED

00 JUL -3 PM 3:14

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUL -3 PM 3:14

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

HSB RELIABILITY TECHNOLOGIES CORPORATION, a Florida Corporation,  
305654

INTO

**HSB RELIABILITY TECHNOLOGIES LLC**, corporation not qualified in Florida.

File date: July 3, 2000

Corporate Specialist: Michelle Hodges

Account number: 072100000032

Account charged: 60.00

**ARTICLES OF MERGER**  
**OF**  
**HSB RELIABILITY TECHNOLOGIES CORPORATION**  
**INTO**  
**HSB RELIABILITY TECHNOLOGIES LLC**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUL -3 PM 3:15

The following Articles of Merger are being submitted in accordance with Chapter 607.1109 of the Florida Business Corporation Act.

1. The exact name, street address of its principal office, jurisdiction and entity type of the merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
3050.54 HSB Reliability Technologies Corporation 1701 North Beauregard Suite 400 Alexandria, Virginia 22311	Florida	Corporation

2. The exact name, street address of its principal office under the laws of its state of formation, jurisdiction and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
HSB Reliability Technologies LLC c/o The Corporation Trust Company Corporation Trust Center 1209 Orange Street Wilmington, Delaware 19801	Delaware	Limited liability company

3. The attached Agreement and Plan of Merger meets the requirements of Chapter 607.1108 of the Florida Business Corporation Act, and was approved by HSB Reliability Technologies Corporation (the "Corporation") in accordance with Chapter 607 of the Florida Business Corporation Act.

4. The attached Agreement and Plan of Merger was approved by HSB Reliability Technologies LLC (the "Survivor") in accordance with the Delaware Limited Liability Company Act.

5. The Survivor hereby appoints the Florida Secretary of State as its agent for

substitute service of process pursuant to Chapter 48 of the Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders of the Corporation.

6. The Survivor agrees to pay the dissenting shareholders of the Corporation the amount, if any, to which they are entitled under Chapter 607.1302 of the Florida Business Corporation Act.


7. The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the Certificate of Formation or the Operating Agreement of the Survivor.

8. The merger shall become effective as of the date these Articles of Merger are filed with the Florida Department of State.

9. These Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

IN WITNESS WHEREOF, these Articles of Merger have been duly executed by the undersigned as of the 16<sup>th</sup> day of June, 2000, and are being filed in accordance with Chapter 607.1109 of the Florida Business Corporation Act.

**HSB RELIABILITY TECHNOLOGIES CORPORATION**

  
James E. Sutherlin, President

**HSB RELIABILITY TECHNOLOGIES LLC**

  
James E. Sutherlin, Chief Executive Officer

## **AGREEMENT AND PLAN OF MERGER**

**THIS AGREEMENT AND PLAN OF MERGER** (the "Agreement") is entered into as of the 16<sup>th</sup> day of June, 2000, by and between **HSB Reliability Technologies LLC**, a Delaware limited liability company (the "Company"), and **HSB Reliability Technologies Corporation**, a Florida corporation (the "Corporation").

### **RECITALS**

**WHEREAS**, The Hartford Steam Boiler Inspection and Insurance Company, a Connecticut corporation ("HSB"), is the sole member of the Company and the sole shareholder of the Corporation; and

**WHEREAS**, HSB, the Company and the Corporation deemed it to be in their best interests to merge the Corporation with and into the Company, the surviving entity, pursuant to the laws of the State of Delaware and the State of Florida.

**NOW, THEREFORE**, for good and valuable consideration, the sufficiency of which is hereby acknowledged, the parties, intending legally to be bound, agree as follows:

1. On the Effective Date (as defined below) and subject to the terms and conditions set forth herein, the Corporation shall be merged with and into the Company, pursuant to Chapter 607.1108 of the Florida Business Corporation Act and Section 18-209 of the Delaware Limited Liability Company Act (the "Merger"). As of the Effective Date, the separate existence of the Corporation shall cease and terminate and the Company (the "Survivor") shall continue in existence as the surviving entity.

2. The Certificate of Formation of the Company, as in effect on the Effective Date, shall from and after the Effective Date be, and continue to be, the Certificate of Formation of the Survivor until changed or amended as provided by law.

3. The Operating Agreement of the Company, as it exists on the Effective Date, shall be and remain the Operating Agreement of the Survivor until the same shall be altered, amended or repealed as therein provided.

4. The management of the Company is vested in its sole member. The sole member of the Company, as of the Effective Date shall be and remain the sole member of the Survivor. The name of the sole member of the Company as of the Effective Date and its principal place of business is as follows:

The Hartford Steam Boiler Inspection and Insurance Company  
One State Street  
Hartford, CT 06102

5. The issued shares of the Corporation will not be converted in any manner and shall be surrendered and cancelled as of the Effective Date.

6. In the event that this Agreement shall be fully adopted by the Corporation in accordance with the provisions of the Florida Business Corporation Act and by the Company in accordance with the provisions of the Delaware Limited Liability Company Act, the Corporation and the Company agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Delaware and the State of Florida, and that they will cause to be performed all necessary acts within the State of Delaware, the State of Florida and elsewhere, to effectuate the Merger.


7. The Merger shall become effective upon the filing of the Certificate of Merger with the Delaware Secretary of State and the Articles of Merger with the Florida Department of State (the "Effective Date").

8. Notwithstanding the full adoption of this Agreement, this Agreement may be terminated at any time prior to the filing of the Certificate of Merger with the Delaware Secretary of State or the Articles of Merger with the Florida Department of State by the Board of Directors of the Corporation or by the sole member of the Company.


9. This Agreement shall be on file at the principal place of business of the Survivor, which is 1701 North Beauregard, Suite 400, Alexandria, Virginia 22311, and a copy of this Agreement will be furnished by the Survivor on request and without cost to any member, shareholder or other person holding an interest in the Corporation or the Company.

**IN WITNESS WHEREOF**, the parties hereto have hereunto set their hands and seals  
the date and year first above written:

**HSB RELIABILITY TECHNOLOGIES CORPORATION**

  
James E. Sutherlin, President

**HSB RELIABILITY TECHNOLOGIES LLC**

  
James E. Sutherlin, Chief Executive Officer