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Florida Department of State

Division of Corporations Public Access System

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Division of Corporations

Fax Number : (850)205-0380

From:

Account Name : CORPORATION SERVICE COMPANY

Account Number : I20000000195 Phone : (850)521-1000 Fax Number : (850)558-1575

MERGER OR SHARE EXCHANGE

AMPCO ELECTRIC, INC.

Certificate of Status	0
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SECRETARY OF STATE TALLAHASSEE, FLORIDA

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, Florida Statutes.

First, The numbered Juneau Con on the add	viving corporation.			
Name	Jurisdiction	Document Number (if known/ applicable)		
AMPCO ELECTRIC, INC.	Florida	375804		
Second: The name and jurisdiction of each	n <u>mereing</u> corporation:			
Name	<u>Jurisdiction</u>	Document Number (Il'known/applicable)		
FLORIDA STATE SYSTEMS, INC.	Florida	G40913		
		•		
-				
,				
Third: The Plan of Merger is attached.				
Fourth: The merger shall become effective Department Since at 12:01 a.m.	omkhadakakakakakakaka (eastern standard ti	erenediled with the Maridax me) on		
	ic date. NOTE: An effective date canno after menger filt date.)	A be prior to the date of filing or more		
Fifth: Adoption of Merger by surviving of Recklant of Merger warned option by Hexha	orporation - (COMPLETE ONLY or articuless of abstract Manager (Complete Section)	one Statement) Brikkherregent)		
The Plan of Merger was adopted by the boz December 8, 2005 and shareholde	ard of directors of the surviving c r approval was not required.	orporation on		
Sixth: Adoption of Merger by merging co The Blanch Sixter generated approximation	rporation(s) (COMPLETE ONLY C xelunderical architecture only c	one statement) Kor (s)xox <u>xxxxxxxxxxx</u> xx		
The Plan of Merger was adopted by the board of directors of the merging corporation(s) on December 8, 2006 and shareholder approval was not required.				

(Attach additional sheets if necessary)

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STATE OF THE POST OF THE PROPERTY OF THE PROPE				
Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title		
AMPCO ELECTRIC, INC. FLORIDA STATE SYSTEMS, INC.	Jandu Katall	Michael A Katulka, President Sandra Katulka, President		
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PLAN OF MERGER

(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the <u>marent</u> corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name	Jurisdiction
AMPCO ELECTRIC, INC.	Florida
The name and jurisdiction of each subsidiary cor	poration:
<u>Name</u>	Jurisdiction
FLORIDA STATE SYSTEMS, INC.	Florida
	

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or my other corporation or, in whole or in part, into cash or other property are as follows:

Each share of the parent corporation issued and outstanding immediately prior to the Effective Date shall be converted into one validity issued, fully paid and non-assessable share of the same class of the surviving corporation.

(Attach additional sheets if necessary)

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If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

Not applicable, parent is the surviving corporation.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting stareholders, to be paid the fair value of their shares. Parent owns 100% of the issued and outstanding shares of subsidiary.

Other provisions relating to the merger are as follows:

- (1) The articles of incorporation and by-laws of parent as in effect immediately prior to the Effective Date shall be and continue as the articles of incorporation and by-laws of the surviving corporation.
- (2) The directors and officers of parent shall continue as the directors and officers of the surviving corporation.

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