

375804

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

AMPCO ELECTRIC, INC.

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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 name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
AMPCO ELECTRIC, INC.	Florida	375804

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
FLORIDA STATE SYSTEMS, INC.	Florida	G40913

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 at 12:01 a.m. (eastern standard time) on

DEC 01 / 01 / 2007 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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

~~The Plan of Merger was adopted by the board of directors of the surviving corporation on~~ *****

The Plan of Merger was adopted by the board of directors of the surviving corporation on
December 8, 2006 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~~ *****

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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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

AMPCO ELECTRIC, INC.
FLORIDA STATE
SYSTEMS, INC.

Ingkang Dikawatir
Janaka Katala

Michael A Katulka, President

Sandra Katulka, President

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 shareholders, 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.