

397409

PEARL PROFESSIONAL CORPORATION

735 POST ROAD EAST
WESTPORT, CONNECTICUT 06880

FILED

STEWART W. PEARL

PATRICIA J. TURNER
LEGAL ASSISTANT

ANN E. FLOCKEN
ASSOCIATE ATTORNEY

2002 SEP 20 PM 2:09

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

TELEPHONE: (203) 222-9000

FACSIMILE: (203) 222-9100

E-MAIL: thefirm@pearlpc.com

September 19, 2002

FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

900007894889--1
-09/20/02--01051--001
*****70.00 *****70.00

Re: Electro Corporation

900007894889--1
-09/20/02--01051--002
*****43.75 *****43.75

Dear Sir or Madam:

I have enclosed Articles of Merger and a Plan of Merger, merging Electro Corporation into Electro Sensors, LLC, a Delaware limited liability company. I have also enclosed a check for \$70.00 to cover the filing fee and a second check for \$43.75 to obtain five (5) certified copies of the filed Articles.

Please call if you have any questions or need additional information.

Sincerely yours,



Patricia J. Turner

PJT/nyc
Enclosures

900007894889--1
-09/25/02--01063--014
*****150.00 *****150.00

J. BRYAN SEP 25 2002

PEARL PROFESSIONAL CORPORATION

735 POST ROAD EAST
WESTPORT, CONNECTICUT 06880

STEWART W. PEARL

PATRICIA J. TURNER
LEGAL ASSISTANT

ANN E. FLOCKEN
ASSOCIATE ATTORNEY

TELEPHONE: (203) 222-9000

FACSIMILE: (203) 222-9100

E-MAIL: thefirm@pearlpc.com

September 24, 2002

FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399
Attn: Joe Bryan

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA


Re: Electro Corporation

Dear Joe:

As we discussed, I have enclosed the Plan of Merger, merging Electro Corporation into Electro Sensors, LLC, a Delaware limited liability company, which includes the appointment of the Florida Secretary of State as agent for service of process. I have also enclosed a check for \$150.00 to cover the fee for obtaining five (5) certified copies of the filed Articles.

Please call if you have any questions or need additional information.

Sincerely yours,



Patricia J. Turner

PJT/nyc
Enclosures

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. <u>Electro Corporation</u> <u>1845 57th Street</u> <u>Sarasota, Florida 34243</u>	<u>Florida</u>	<u>Corporation</u>
Florida Document/Registration Number: <u>397409</u>		FEI Number: <u>36-2113815</u>
2. <u>Electro Sensors, LLC</u> <u>1209 Orange Street</u> <u>Wilmington, Delaware 19801</u>	<u>Delaware</u>	<u>limited liability</u> <u>company</u>
Florida Document/Registration Number: _____		FEI Number: _____
3. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____
4. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____

(Attach additional sheet(s) if necessary)

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

Name and Street Address

Jurisdiction

Entity Type

Electro Sensors, LLC

Delaware

limited liability
company

1209 Orange Street

Wilmington, Delaware 19801

Florida Document/Registration Number: _____

FEI Number: _____

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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TALLAHASSEE, FLORIDA

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OR

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

(Note: Please see instructions for required signatures.)

Signature(s)

Typed or Printed Name of Individual

Henry

Timothy J. Dolan

Vice President

king

Timothy J. Dolan

Authorized Representative
(Vice President)

(Attach additional sheet(s) if necessary)

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Electro Corporation	Florida
Electro Sensors, LLC	Delaware

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TALLAHASSEE, FLORIDA

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Electro Sensors, LLC	Delaware

THIRD: The terms and conditions of the merger are as follows:

Please see attachment A

(Attach additional sheet(s) if necessary)

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

On the Effective Date of the merger, the 500,000 shares of common stock, par value \$.20 per share of Electro Corporation issued and outstanding immediately prior shall be cancelled forthwith and the certificate or certificates representing such shares shall be presented for surrender and cancellation. No consideration shall be apaid for the surrendered shares.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Not applicable

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,

Florida Document/Registration Number

SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

Electro Sensors, LLC is a member-managed limited liability company

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

Please see attachment A

EIGHTH: Other provisions, if any, relating to the merger:

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TALLAHASSEE, FLORIDA

(Attach additional sheet(s) if necessary)

ATTACHMENT A

ELECTRO CORPORATION

AND

ELECTRO SENSORS, LLC

PLAN AND AGREEMENT OF MERGER

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

1. Merger. Electro Corporation ("Florida") shall be merged with and into Electro Sensors, LLC ("Electro") pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.
2. Effective Date. This Agreement of Merger shall become effective upon filing the Articles of Merger with the Florida Secretary of State (the "Effective Date").
3. Surviving Corporation. Electro shall survive the merger herein contemplated (the "Surviving Corporation") and shall continue to be governed by the laws of the State of Delaware, but the separate corporate existence of Florida shall cease forthwith on the Effective Date. As of the Effective Date, Florida shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers and franchises, both public and private, and all of the property, real, personal, and mixed, of each of Florida and Electro; all debts due to either of the Companies on whatever account shall be vested in the Surviving Corporation; all shares of stock owned by either of the Companies shall be deemed held by the Surviving Corporation; all claims, demands, property, rights, privileges, powers and franchises and every other interest of either of the Companies shall be as effectively the property of the Surviving Corporation as they were previously of the respective Company; the title to any real estate vested by deed or otherwise in either of the Companies shall not revert or be in any way impaired by reason of the merger, but shall be vested in the Surviving Corporation; all rights

of creditors and all liens upon any property of either of the Companies shall be preserved unimpaired, limited in lien to the property affected by such lien at the Effective Date; all debts, liabilities and duties of the respective Companies shall henceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it; and the Surviving Corporation shall indemnify and hold harmless the officers and directors of each of the Companies against all such debts, liabilities and duties and against all

4. Further Assurance of Title. If at any time Florida shall consider or be advised that any acknowledgements or assurances in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to Electro any right, title, or interest held immediately prior to the Effective Date, Florida and its proper officers and directors shall and will execute and deliver all such acknowledgements or assurances in law and do all things necessary or proper to acknowledge or confirm such right, title or interest in Electro as shall be necessary to carry out the purposes of this Plan and Agreement of Merger, and Electro and the proper officers and directors thereof are fully authorized to take any and all such action in the name of Florida or otherwise.

5. Plan of Reorganization. This Plan and Agreement of Merger constitutes a Plan of Reorganization to be carried out in the manner, on the terms, and subject to the conditions herein set forth.

6. Expenses. The Surviving Corporation shall pay all expenses of carrying this Plan and Agreement of Merger into effect and of accomplishing the merger.

7. Service of Process. Electro hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting members of Electro.

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