



424783

ACCOUNT NO. : 072100000032

REFERENCE : 624087 4388149

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 988.75

ORDER DATE : December 5, 1997

ORDER TIME : 3:25 PM

ORDER NO. : 624087-005

CUSTOMER NO: 4388149

CUSTOMER: Ms. Marianne B. Sileo
Emcor Group Inc.
101 Merritt Seven
7th Floor
Norwalk, CT 06851

merger

FILED
97 DEC -8 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

000002368610-8

ARTICLES OF MERGER

DYNALECTRIC COMPANY

Name	
Availability	12/10/97
Document Examiner	<i>POK</i>
Updater	<i>POK</i>
Update Verifier	<i>POK</i>
Acknowledgment	<i>POK</i>
W.P. Verifier	<i>POK</i>

INTO

DYNALECTRIC COMPANY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (14) CERTIFIED COPY
PLAIN STAMPED COPY

XX (21) CERTIFICATE OF GOOD STANDING REFLECTING THE MERGER.

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

RECEIVED
97 DEC -8 PM 4:22
DIVISION OF CORPORATION

* 00250, 00624, 00524, 00672

424783

ARTICLES OF MERGER
Merger Sheet

MERGING:

DYNALECTRIC COMPANY, a Florida corporation, 424783

INTO

DYNALECTRIC COMPANY. a Delaware corporation not qualified in Florida

File date: December 8, 1997

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 988.75



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 9, 1997

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: DYNALECTRIC COMPANY
Ref. Number: 424783

RESUBMIT
Please give original
submission date as file date.

We have received your document for DYNALECTRIC COMPANY and the authorization to debit your account in the amount of \$988.75. However, the document has not been filed and is being returned for the following:

The document must have original signatures.

Please type the name of each corporation above the officers signatures on the first page.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 097A00058016

RECEIVED
97 DEC 10 AM 11:20
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

97 DEC -8 PM 1:54
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. The Plan of Merger is attached hereto and made a part hereof, which plan merges Dynalectric Company, a Florida corporation, within and into Dynalectric Company, a Delaware corporation.
2. The shareholders of Dynalectric Company, the Florida corporation, and Dynalectric Company, the Delaware corporation, entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them on November 14, 1997 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.
3. The merger of Dynalectric Company, the Florida corporation, with and into Dynalectric Company, the Delaware corporation is permitted by the laws of the jurisdiction of organization of Dynalectric Company, the Delaware corporation and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of Dynalectric Company was November 14, 1997.
4. The effective time and date of the merger herein provided for in the State of Florida shall be Upon Filing.

Executed on December 2, 1997.

DYNALECTRIC COMPANY, a Florida Corporation

BY: 

Jeffrey M. Levy
President and Chief Executive Officer

DYNALECTRIC COMPANY, a Delaware Corporation

BY: 

Jeffrey M. Levy
President and Chief Executive Officer

PLAN OF MERGER adopted on November 14th, 1997 by resolution of the Board of Directors of Dynalectric Company, a business corporation organized under the laws of the State of Florida, and adopted on November 14th, 1997 by resolution of the Board of Directors of Dynalectric Company, a business corporation organized under the laws of the State of Delaware. The names of the corporations planning to merge are Dynalectric Corporation, a business corporation organized under the laws of the State of Florida, and Dynalectric Company, a business corporation organized under the laws of the State of Delaware. The name of the surviving corporation into which Dynalectric Company, a Florida corporation plans to merge is Dynalectric.

1. Dynalectric Company, a Florida corporation and Dynalectric Company, a Delaware corporation shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the jurisdiction of organization of Dynalectric Company be merged with and into a single corporation, to wit, Dynalectric Company, shall be the surviving corporation upon the effective date of the merger and which is sometimes hereafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of jurisdiction of its organization. The separate existence of Dynalectric Company, the Florida corporation, which is sometimes hereinafter referred to as the "non-surviving corporation," shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.
2. The certificate of incorporation of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the Certificate of Incorporation of said surviving corporation and said certificate of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.
3. The bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provision of the laws of the jurisdiction of its organization.
4. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.
5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into one share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.
6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the

manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.
8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.