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MERGER OR SHARE EXCHANGE

Lytton Incorporated

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Articles of Merger
of
Lytton Incorporated, a Delaware corporation
with and into
Techdyne, Inc., a Florida corporation

Article I:

The Plan of Merger is attached hereto and incorporated herein by reference.

Article II:

The effective date of the Merger is August 13, 2003.

Article III:

Lytton Incorporated, a Delaware corporation, approved the Plan of Merger on August 12, 2003, by an action by unanimous written consent in lieu of a meeting of its sole shareholder and an action by unanimous written consent of its board of directors, each pursuant to the applicable provisions of the Delaware General Corporation Law.

Article IV:

Techdyne, Inc., a Florida corporation, approved the Plan of Merger on August 12, 2003 by an action by unanimous written consent of its board of directors pursuant to 607.1104 of the Florida Business Corporation Act.

Article V:

Lytton Incorporated, a Delaware corporation, has 51 outstanding shares of common stock and Techdyne, Inc., a Florida corporation, owns all of those shares directly. Pursuant to the terms of the Merger Agreement, following the effective date of the Merger, each share of common stock of Lytton Incorporated, a Delaware corporation, issued and outstanding immediately prior to the effective time shall be cancelled, retired, and shall cease to exist, and no common stock of Techdyne, inc., a Florida corporation, will be issued in respect thereof.

TECHDYNE, INC.,
A Florida corporation



Name: Barry J. Pardon
Its: President

LYTTON INCORPORATED,
A Delaware corporation



Name: Barry J. Pardon
Its: Chief Executive Officer

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement"), is dated as of August 13, 2003, by and among Lytton Incorporated, a Delaware corporation ("Lytton"), and Techdyne, Inc., a Florida corporation ("Techdyne" and together with Lytton, the "Entities").

Recitals

- A. Lytton is a wholly owned, direct subsidiary of Techdyne.
- B. The Board of Directors of Techdyne has determined that it is advisable and in the best interests of both Lytton and Techdyne, that Lytton merge with and into Techdyne upon the terms and subject to the conditions herein provided. Techdyne has, by resolution duly adopted, approved this Merger Agreement, as the sole shareholder of Lytton, and authorized that it be executed by the undersigned officer of Lytton.
- C. The Board of Directors of Techdyne and Lytton have each respectively, by resolution duly adopted, approved this Merger Agreement and directed that it be executed by the undersigned officer.
- D. The parties intend that this transaction qualify as a "reorganization" within the meaning of Sections 368(a)(1)(A) and 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

AGREEMENT

In consideration of the mutual agreements herein contained, the Entities agree that Lytton shall be merged with and into Techdyne and that the terms and conditions of the merger, the mode of carrying the merger into effect and certain other provisions relating thereto shall be as hereinafter set forth.

Section 1. Surviving Corporation. Subject to the terms and provisions of this Agreement, and in accordance with the Florida Business Corporation Act ("FBCA") and the Delaware General Corporation Law ("DGCL"), at the Effective Time (as defined in Section 7 hereof) Lytton shall be merged with and into Techdyne (the "Merger"). Techdyne shall be the surviving corporation (hereinafter sometimes called the "Surviving Corporation") of the Merger and shall continue its corporate existence under the laws of the State of Florida and shall thereupon and thereafter possess all rights, privileges, powers and franchises and all property of Lytton and shall be subject to all debts, liabilities and duties of Lytton, all as provided under the FBCA. At the Effective Time, the separate corporate existence of Lytton shall cease.

Section 2. Effect of the Merger. At the Effective Time, the Merger shall have the effects provided for herein and in §607.1104 of the FBCA and §253 of the DGCL.

Section 3. Articles of Incorporation. As of the Effective Time, the Articles of Incorporation of Techdyne, as in effect immediately prior to the Effective Time, shall continue to be the Articles of Incorporation of the Surviving Corporation until thereafter duly altered, amended, or repealed in accordance with the provisions thereof and applicable law.

Section 4. Bylaws. As of the Effective Time, the Bylaws of Techdyne, as in effect immediately prior to the Effective Time, shall continue to be the Bylaws of the Surviving Corporation until thereafter duly altered, amended, or repealed in accordance with the provisions thereof, the Articles of Incorporation of the Surviving Corporation, and applicable law.

Section 5. Directors of the Surviving Corporation. At the Effective Time, each person who is a director of Techdyne immediately prior to the Effective Time shall remain a director of the Surviving Corporation and each such person shall serve as a director of the Surviving Corporation for the balance of the term for which such person was elected a director of Techdyne and until his or her successor is duly elected and qualified in the manner provided in the Bylaws or the Articles of Incorporation of the Surviving Corporation or as otherwise provided by law or until his or her earlier death, resignation, or removal in the manner provided in the Bylaws or the Articles of Incorporation of the Surviving Corporation or as otherwise provided by law.

Section 6. Officers of the Surviving Corporation. At the Effective Time, each person who is an officer of Techdyne immediately prior to the Effective Time shall remain an officer of the Surviving Corporation with each such person to hold the same office in the Surviving Corporation, in accordance with the Bylaws thereof, as he or she held in Techdyne immediately prior to the Effective Time.

Section 7. Effective Time. The Merger shall become effective, in accordance with the applicable provisions of the FBCA and the DGCL on August 13, 2003. The date when the Merger shall become effective is herein referred to as the "Effective Time."

Section 8. Additional Actions. If, at any time after the Effective Time, the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable (a) to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation, title to and possession of any property or right of Lytton acquired or to be acquired by reason of, or as a result of, the Merger, or (b) otherwise to carry out the purpose of this Merger Agreement, Lytton and its proper officers and directors shall be deemed to have granted hereby to the Surviving Corporation an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and the possession of such property or rights in the Surviving Corporation and otherwise to carry out the purposes of this Merger Agreement; and the proper officers and directors of the Surviving Corporation are hereby fully authorized in the name of Lytton to take any and all such action.

Section 9. Conversion of Shares. At the Effective Time, each share of common stock of Lytton, issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled, retired, and shall cease to exist, and no common stock of Techdyne will be issued in respect thereof.

Section 10. Termination. This Agreement may be terminated and the Merger abandoned by the Board of Directors or duly authorized committees thereof of Techdyne at any time prior to the filing of the certified copy of this Agreement with the Florida Secretary of State and the Delaware Secretary of State.

Section 11. Headings. The headings set forth herein are for convenience only and shall not be used in interpreting the text of the section in which they appear.

IN WITNESS WHEREOF, Techdyne and Lytton, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors, have caused this Agreement to be executed as of the date first above written by their respective officers thereunto duly authorized.

TECHDYNE CORPORATION



Name: Barry J. Pardon

Title: President

LYTTON INCORPORATED



Name: Barry J. Pardon

Title: Chief Executive Officer

CERTIFICATE OF SECRETARY

The undersigned, Secretary of Techdyne, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby certifies that the Agreement and Plan of Merger (the "Agreement") to which this Certificate is attached has been executed on behalf of the Corporation by Barry J. Pardon, President and on behalf of Lytton Incorporated, a Delaware corporation by Barry J. Pardon, Chief Executive Officer. The Agreement has been adopted by the Board of Directors of the Corporation pursuant to Section 607.1104 of the Florida Business Corporation Act and the conditions specified in such subsection have been satisfied.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as the of this 13th day of August, 2003.



David L. Watts