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SECRETARY OF STATE OF CORPORATION OF CORPORATION OF CORPORATION OF 13

Merger 06/14/06 Dc June 5, 2006

Via Federal Express

Florida Department of State Amendment Section Division of Corporations Clifton Building 2661 Executive Center Circle Tallahassee, FL 32301

Re: Decker Industries, Inc. - Articles of Merger

Good Morning:

Enclosed are the following documents:

- 1. Original Articles of Merger of Decker Industries, Inc. (a Florida corporation) into Gusmer Corporation (a Delaware corporation)
- 2. Copy of Exhibit A Agreement and Plan of Merger between Decker Industries, Inc., a Florida Corporation and Gusmer Corporation, a Delaware corporation
- 3. Additional copies of the Articles of Merger and Exhibit A for certification
- 4. Our check, in the amount of \$78.75, for the following filing fees:

\$35.00 Each Merging Corporation

\$35.00 Each Surviving Corporation

\$ 8.75 Certified Copy

ravien San year

In speaking with your Amendment Section, I understand the Articles of Merger will effectively dissolve Decker Industries, Inc. and remove it from any registrations as a Florida corporation.

Please contact me for all inquiries and correspondence concerning this matter. I may be reached at address: P.O. Box 1441; Minneapolis, MN 55440-1441; Email: marcia saintpierre@graco.com; Telephone: 612.623.6668.

Sincerely,

Marcia Saint Pierre Corporate Paralegal

MSP:bm

Encl.

ARTICLES OF MERGER
of
Decker Industries, Inc.
(a Florida corporation)
into
Gusmer Corporation
(a Delaware corporation)



These Articles of Merger relate to the merger of Decker Industries, Inc., a Florida corporation ("Decker"), with and into Gusmer Corporation, a Delaware corporation ("Gusmer").

- 1. The Agreement and Plan of Merger, dated as of February 17, 2006 (the "Plan of Merger"), is attached hereto as <u>Exhibit A</u>.
- 2. The effective date of these Articles of Merger shall be the date on which these Articles of Merger are filed with the Florida Department of State.
- 3. The Plan of Merger has been approved by the sole shareholder of each of Decker and Gusmer on February 17, 2006.

DATED: February 17, 2006

DECKER INDUSTRIES, INC.

Name / Fred A. Sutter

Title President

GUSMER CORPORATION

Name Fred A. Suffer

Title President

By

Exhibit A

AGREEMENT AND PLAN OF MERGER between

Decker Industries, Inc., a Florida corporation and

Gusmer Corporation, a Delaware corporation

This Agreement and Plan of Merger (this "Agreement"), dated as of February 17, 2006, is between Decker Industries, Inc., a Florida corporation ("Decker"), and Gusmer Corporation, a Delaware corporation ("Gusmer"). Decker and Gusmer are sometimes referred to as the "Constituent Corporations."

The board of directors of each of the Constituent Corporations believes that it is advisable and in the best interests of the Constituent Corporations and their shareholders that Decker be merged with and into Gusmer (the "Merger"), with Gusmer continuing as the surviving corporation, in accordance with the Florida Business Corporation Act (the "FBCA") and the Delaware General Corporation Law (the "DGCL"), and on the terms and conditions of this Agreement.

Therefore, the parties agree as follows:

- 1. <u>Merger</u>. Pursuant to the applicable provisions of the FBCA and the DGCL, Decker shall be merged with and into Gusmer, with Gusmer being the surviving corporation in the Merger.
- 2. <u>Effective Time</u>. The Merger shall be effective ("Effective Time") as prescribed by the applicable provisions of the FBCA and the DGCL.
- 3. <u>Corporate Charters and Bylaws</u>. The certificate of incorporation and bylaws of Gusmer immediately before the Effective Time shall be the certificate of incorporation and bylaws of the surviving corporation immediately after the Effective Time.
- 4. <u>Board of Directors and Officers</u>. The directors and officers of Gusmer immediately before the Effective Time shall be the directors and officers of the surviving corporation immediately after the Effective Time.
- 5. <u>Capital Stock and Other Interests</u>. At the Effective Time, the capital stock of the Constituent Corporations shall be treated as follows:
 - (a) Each share of common stock of Decker issued and outstanding immediately before the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled, and no consideration therefor shall be payable to such holder.
 - (b) Each share of common stock of Gusmer issued and outstanding immediately before the Effective Time shall remain outstanding without change.

- 6. <u>Submission to Shareholders</u>. The board of directors of each of the Constituent Corporations has recommended that the Agreement be submitted for approval of the sole shareholder of each of the Constituent Corporations for the adoption and approval hereof.
- 7. <u>Articles/Certificate of Merger</u>. Following approval of the sole shareholder of each of the Constituent Corporations, each Constituent Corporation shall cause its officers to prepare and file all necessary documents with the Secretary of State of its state of incorporation.
- 8. <u>Termination or Abandonment</u>. This Agreement may be terminated and the Merger may be abandoned at any time before the Effective Time by mutual written consent of the board of directors of each of the Constituent Corporations, notwithstanding the prior approval of this Agreement by the shareholders of the Constituent Corporations. If this Agreement is terminated pursuant to this Section 8, then this Agreement shall become void, with no liability on the part of any party to this Agreement.
- 9. <u>Amendment</u>. No amendment to this Agreement will be valid unless it is in writing and approved by the board of directors of each Constituent Corporation before the Effective Time of the Merger.
- 10. Reorganization. The parties intend that the Merger qualify as a reorganization under Section 368(a) of the Internal Revenue Code of 1986, as amended.

In witness whereof, each party has caused this Agreement to be signed by its duly authorized officer, as of the date first written above.

DECKER INDUSTRIES, INC.

Name: Fred A. Sutter

Title: President

GUSMER CORPORATION

Name: Fred A. Sutter

Title: President