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623079

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

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CORPORATION(S) NAME

Si-Tac Connectors, Inc.
merging into:

Hypertronics Corporation

600002222756--9

-06/25/97--01064--026

*****70.00 *****70.00

Merger

6/30/97

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Certified Copy

☐ Call When Ready

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6-25

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97 JUN 25 PM 4:02
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JUN 25 PM 11:51
DIVISION OF CORPORATION

623079

ARTICLES OF MERGER
Merger Sheet

MERGING:

SI-TAC CONNECTORS INC., a Florida corporation 623079
,

INTO

HYPERTRONICS CORPORATION, a Massachusetts corporation not qualified
in Florida.

File date: June 25, 1997, effective June 30, 1997

Corporate Specialist: Annette Hogan

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
CORPORATION

ARTICLES OF MERGER

FIRST: The names of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

SECOND: The laws of the state or country under which such foreign (corporation is) (corporations are) organized permit such merger and such foreign (corporation is) (corporations are) complying with those laws in effecting the merger.

THIRD: The foreign corporation complies with Section 607.1105 F.S. (as set forth below) if it is the surviving corporation of the merger; and each domestic corporation complies with the applicable provisions of Sections 607.1101 - 607.1104 F.S. and, if it is the surviving corporation of the merger, with Section 607.1105 F.S. (as set forth below).

(NOTE: Plan of merger shall set forth:

- 1-

(5) Other provisions relating to the merger.)

(NOTE: The effective date of the merger may be on or after the date of filing the certificate. If the articles of merger do not provide for an effective date of the merger, then the effective date shall be the date on which the articles of merger are filed.)

SI-TAC Connectors, Inc.

(Name of merged corporation)

By

Roger Ellis
(Chairman or Vice Chairman of the Board
of Directors, or President or another officer)

Roger Ellis

(Name)

President

(Title)

PLAN OF MERGER
OF
SI-TAC CONNECTORS, INC.
(a Florida corporation)
WITH AND INTO
HYPERTRONICS CORPORATION
(a Massachusetts corporation)

PLAN OF MERGER, dated as of June 30, 1997, by and between SI-TAC Connectors, Inc., a corporation organized and existing under the laws of the State of Florida ("SI-TAC") and Hypertronics Corporation, a corporation organized and existing under the laws of the Commonwealth of Massachusetts ("Hypertronics"), with reference to the following recitals:

A. SI-TAC is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida, having all of its issued and outstanding capital stock, consisting of shares of Common Stock, par value \$1.00 per share, owned of record and beneficially by Smiths Industries, Inc. SI-TAC was incorporated as SI Industries, Inc.

B. Hypertronics is a corporation duly organized, validly existing and in good standing under the laws of the Commonwealth of Massachusetts, having all of its issued and outstanding capital stock, consisting of shares of Common Stock, no par value, owned of record and beneficially by Smiths Industries, Inc.

C. The Board of Directors of each of SI-TAC and Hypertronics have adopted resolutions approving this Plan of Merger in accordance with the Business Corporation Law of the State of Florida and the Business Corporation Law of the Commonwealth of Massachusetts.

NOW THEREFORE, the parties hereto, in consideration of the mutual covenants herein contained and intending to be legally bound, agree as follows:

1. Parties to Merger. SI-TAC and Hypertronics (such corporate parties to the merger being hereinafter sometimes collectively referred to as the "Constituent Corporations") shall effect a merger (the "Merger") in accordance with and subject to the terms and conditions of this Plan of Merger (the "Plan").

2. Merger; Service of Process. At the Effective Time (as defined in Section 3 hereof), SI-TAC shall be merged with and into Hypertronics, which latter corporation shall be, and is hereinafter sometimes referred to as, the Surviving Corporation. The Surviving Corporation, which shall continue to be governed by the laws of the Commonwealth of Massachusetts, hereby agrees that

it may be served with process in the State of Florida in any proceeding for enforcement of any obligation of SI-TAC, as well as for enforcement of any obligation of the Surviving Corporation arising from the Merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 607.1302 of the Business Corporation Act of Florida, and the Surviving Corporation hereby irrevocably appoints the Secretary of State of the State of Florida agent to accept service of process in any such suit or other proceedings. A copy of such process shall be mailed by the Secretary of State of the State of Florida to the Surviving Corporation at c/o Hypertronics Corporation, 16 Brent Drive, Hudson, Massachusetts, 01749.

3. Filing and Effective Time. Articles of Merger and such other documents and instruments as are required by, and complying in all respects with, the Business Corporation Act of the State of Florida and the Business Corporation Law of the Commonwealth of Massachusetts shall be delivered to the appropriate state officials for filing. The Merger shall become effective in each of Massachusetts and Florida immediately following the filing of all such documents and instruments with the aforementioned officials in those respective states (the "Effective Time"); provided, however, that for purposes of taxation and accounting, the Merger shall be deemed to have been effected at 12:01 a.m. on June 30, 1997.

4. Articles of Incorporation. At the Effective Time, the Articles of Incorporation of Hypertronics shall be and thereafter remain the Articles of Incorporation of the Surviving Corporation, until amended in accordance with applicable law, and the Surviving Corporation shall continue to be a corporation organized and governed by the laws of the Commonwealth of Massachusetts.

5. By-Laws. At the Effective Time, the By-Laws of Hypertronics shall be and thereafter remain the By-Laws of the Surviving Corporation until altered, amended or repealed in the manner therein provided in accordance with the Articles of Incorporation of the Surviving Corporation and applicable law.

6. Directors and Officers. At the Effective Time, the directors and officers of Hypertronics shall be the directors and officers of the Surviving Corporation; each such director and officer shall hold office until his resignation or removal, in accordance with the Articles of Incorporation and By-Laws of the Surviving Corporation and applicable law.

7. Effect of Merger. At the Effective Time, the separate corporate existence of SI-TAC shall cease; the Surviving Corporation shall possess all of the rights, privileges, immunities, powers and purposes of each of the Constituent Corporations; all the property, real and personal, including subscriptions to shares, causes of action and every other asset of each of the Constituent Corporations shall vest in the Surviving Corporation without further act or deed; and the Surviving Corporation shall assume and be liable for all the liabilities, obligations and penalties of each of the Constituent Corporations, all as provided in Section 607.1106(1) of the Business Corporation Act of the State of Florida and Chapter 156B Section 80 of the Business Corporation Law of the Commonwealth of Massachusetts. No liability or obligation due or to become due, claim or demand

for any cause existing against any Constituent Corporation, or any shareholder, officer or director thereof, shall be released or impaired by the Merger. No action or proceeding, whether civil or criminal, pending by or against any Constituent Corporation, or any shareholder, officer or director thereof, shall abate or be discontinued by the Merger, but may be enforced, prosecuted, settled or compromised as if the Merger had not occurred, or the Surviving Corporation may be substituted in such action or special proceeding in place of any Constituent Corporation.

8. Further Assurances. SI-TAC shall at any time, or from time to time, as and when requested by the Surviving Corporation, or by its successors and assigns, execute and deliver, or cause to be executed and delivered in its name by its last acting officers, or by the corresponding officers of the Surviving Corporation, all such conveyances, assignments, transfers, deeds, or other instruments, and shall take or cause to be taken such further or other action as the Surviving Corporation or its successors or assigns may deem required or convenient in order to evidence the transfer, vesting or devolution of any property, right, privilege, immunity, power or purpose, or to vest or perfect in or confirm to the Surviving Corporation or its successors and assigns title to and possession of all the properties, rights, privileges, immunities, powers and purposes referred to herein and otherwise to carry out the intent and purposes hereof.

9. Capital Stock At the Effective Time:

(a) Each share of Common Stock of Hypertronics issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holders thereof, be converted into a fully paid and non-assessable share of Common Stock, no par value, of the Surviving Corporation; and

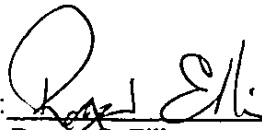
(b) Each share of Common Stock of SI-TAC issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holders thereof, be canceled and cease to exist.

10. Termination This Plan may be terminated at any time prior to the Effective Time by the respective Boards of Directors of the Constituent Corporations.

[Remainder of page intentionally left blank]


IN WITNESS WHEREOF, the parties hereto, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors, have duly executed this Plan of Merger as of the day and year first written above.

SI-TAC CONNECTORS, INC.

By: 


Roger C. Ellis
President

ATTEST:



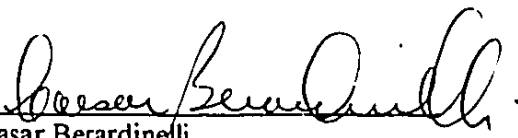
N. Jeffrey Klauder
Assistant Secretary

HYPERTRONICS CORPORATION

By: 

Richard Downey
President

ATTEST:



Cesar Berardinelli
Clerk