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## MERGER OR SHARE EXCHANGE

APHEL TECHNOLOGIES, INC.

Certificate of Status	0
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Merger  
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**ARTICLES OF MERGER**  
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Eaton Corporation</u>	<u>Ohio</u>	<u>47290</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Aphel Technologies, Inc.</u>	<u>Florida</u>	<u>P04000033120</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 01 / 01 / 2009 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the surviving corporation on November 23, 2008 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on November 23, 2008 and shareholder approval was not required.

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or  
Director

Typed or Printed Name of Individual & Title

Eaton Corporation



Thomas E. Moran, Senior Vice President & Secretary

Aphel Technologies, Inc.



Thomas E. Moran, Vice President & Secretary

\_\_\_\_\_

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## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Merger Agreement") is made this 28th day of November, 2008, by and between, Eaton Corporation, an Ohio corporation (the "Surviving Corporation" and sometimes hereinafter referred to as the "Company") and Aphel Technologies, Inc., a Florida corporation (the "Merged Corporation").

WHEREAS, the respective Board of Directors of the Surviving Corporation and the Merged Corporation deem it advisable and in the best interest of the parties hereto that the Merged Corporation be merged into the Surviving Corporation under the laws of the State of Ohio provided therefor pursuant to Section 1701.78 of the Ohio Revised Code of the State of Ohio and under the laws of the State of Florida pursuant to Section 607.1105 of the Florida Business Corporation Act.

NOW, THEREFORE, in consideration of the promises and of the mutual agreements herein contained, the parties hereto agree to merge upon the terms and conditions below stated:

1. The parties hereto agree that the Merged Corporation will be merged into the Surviving Corporation (the "Merger").

2. The mode of carrying the Merger into effect will be as follows:

(a) At the Effective Time (as defined below), each share of common stock of the Merged Corporation issued and outstanding immediately prior to the Effective Time will, by virtue of the Merger and without any action on the part of the Surviving Corporation, be cancelled and retired and will cease to exist, and the Surviving Corporation will thereafter cease to have any rights with respect to such shares.

(b) At the Effective Time, each issued and outstanding share of common stock of the Surviving Corporation shall remain outstanding and unchanged as a result of the Merger.

(c) The Merger will become effective on January 1, 2009 at 12:01 a.m. eastern daylight time (the "Effective Time").

(d) Upon the Effective Time of the Merger, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Merged Corporation shall be transferred to, vested in, and devolved upon, the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and the Merged Corporation shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Merged Corporation, respectively. The Merged Corporation hereby agrees from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and

confirm to the Surviving Corporation title to and possession of any property of the Merged Corporation acquired or to be acquired by reason of or as a result of the Merger herein provided for and otherwise to carry out the interest and purposes hereof and the proper officers and directors of the Merged Corporation and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Merged Corporation or otherwise to take any and all such action.

3. The Articles of Incorporation of the Surviving Corporation, as in effect on the date of the Merger provided for in this Merger Agreement, shall continue in full force and effect as the Articles of Incorporation of the corporation surviving the Merger.

4. The Regulations of the Surviving Corporation as they shall exist on the Effective Date of this Merger shall be and remain the Regulations of the Surviving Corporation until the same shall be altered, amended or repealed as therein provided.

5. The Officers and Directors of the Surviving Corporation shall continue in office until the next annual meeting of Shareholders and Directors and until their successors shall have been elected and qualified.

6. The respective Boards of Directors of the constituent corporations a party hereto shall have the power in their discretion to abandon the Merger provided for herein prior to the filing of the Certificate of Merger or other appropriate certificate with the office of the Ohio Secretary of State.

(Signature page follows)

IN WITNESS WHEREOF, the parties hereto have caused their respective names to be signed hereto by their officers, duly authorized by their respective Boards of Directors.

EATON CORPORATION  
(Surviving Corporation)

By: 

Thomas E. Moran, Senior Vice President  
and Secretary

And: 

Ken D. Semelsberger, Senior Vice  
President - Corporate Development and  
Treasury

APHEL TECHNOLOGIES, INC.  
(Merged Corporation)

By: 

Thomas E. Moran, Vice President and  
Secretary

And: 

Ken D. Semelsberger, Vice President and  
Treasurer