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ARTICLES OF MERGER

of

REIKER ENTERPRISES OF NORTHWEST FLORIDA, INC.

with and into

PASS & SEYMOUR, INC.

EFFECTIVE DATE
12-31-07

1. Pass & Seymour, Inc. ("P & S") is a corporation organized and existing under the laws of the State of New York. Reiker Enterprises of Northwest Florida, Inc. ("Reiker") is a corporation organized and existing under the laws of the State of Florida. P & S owns all of the issued and outstanding capital stock of Reiker. Reiker is to be merged with and into P & S in accordance with the Plan of Merger (as defined below), effective as of the Effective Time (as defined below).
2. The Agreement and Plan of Merger set forth as EXHIBIT A (the "Plan of Merger") was adopted by the Board of Directors of P & S in accordance with the provisions of Sections 905 and 907 of the New York Business Corporation Laws, as amended, and Sections 607.1104 and 607.1107 of the Florida General Statutes, as amended. P & S will be the surviving corporation of the merger, as contemplated by the Plan of Merger. Approval of the Plan of Merger by the Board of Directors of Reiker is not required pursuant to the provisions of Section 905 of the New York Business Corporation Laws, as amended, or Section 607.1104 of the Florida General Statutes, as amended.

EXHIBIT A is appended hereto and incorporated herein by this reference.
3. Pursuant to Section 905 of the New York Business Corporation Laws, as amended, and Section 607.1104 of the Florida General Statutes, as amended, no approval of the Plan of Merger by the shareholders of either P & S or Reiker was required.
4. As more particularly set forth in the Plan of Merger, the merger of Reiker with and into P & S shall be effective on the later of (a) the date of filing of these Articles of Merger with the Department of State of the State of Florida, (b) the date of filing of an appropriate Certificate of Merger with the Department of State of the State of New York, or (c) 11:59 P.M., New York, New York time, on December 31, 2007 (the "Effective Time").

Dated: December 1, 2007.

PASS & SEYMOUR, INC.

By


James La Perriere, Treasurer

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EXHIBIT A

AGREEMENT AND PLAN OF MERGER

FOR THE MERGER OF

REIKER ENTERPRISES OF NORTHWEST FLORIDA, INC.
(a Florida Corporation)

WITH AND INTO

PASS & SEYMOUR, INC.
(a New York Corporation)

THIS AGREEMENT AND PLAN OF MERGER ("Plan of Merger") is made as of December 1, 2007 by and between REIKER ENTERPRISES OF NORTHWEST FLORIDA, INC., a Florida corporation ("Reiker"), and PASS & SEYMOUR, INC., a New York corporation ("P & S"). Reiker and P & S are at times referred to in this Plan of Merger collectively as the "Constituent Corporations" and individually as a "Constituent Corporation."

BACKGROUND

Reiker is a corporation duly organized and existing under the laws of the State of Florida. P & S is a corporation duly organized and existing under the laws of the State of New York.

P & S is the sole holder of the issued and outstanding shares of the authorized capital stock of Reiker.

The Board of Directors of P & S has determined it to be advisable that Reiker be merged with and into P & S.

THEREFORE, in consideration of the mutual covenants set forth below, it is agreed that, in accordance with the applicable laws of the States of Florida and New York, Reiker be, and it hereby is, merged with and into P & S, upon the terms and conditions set forth below, effective as of the Effective Time (as defined below).

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1. Merger. At the Effective Time (as defined below), Reiker shall be merged with and into P & S (the "Merger"), the separate existence of Reiker shall cease, and P & S shall continue in existence as the surviving corporation under the name "Pass & Seymour, Inc.," and the Merger shall in all respects have the effect contemplated by Sections 607.1104 and 607.1106 of the Florida General Statutes and Sections 905 and 906 of the Business Corporation Laws of the State of New York. Prior to, and from and after, the Effective Time, each of the Constituent Corporations shall take all such actions as shall be necessary or appropriate in order to give effect to the Merger.

2. Terms of Transaction. No shares of stock or other securities or property of P & S or any other corporation or entity shall be issued as a result of the Merger, and all shares of stock of P & S issued and outstanding immediately prior to the Effective Time shall continue to be issued and outstanding following the Effective Time. Each share of authorized stock of Reiker, whether or not issued or outstanding immediately prior to the Effective Time, shall be automatically canceled upon the effectiveness of the Merger.

3. Certificate of Incorporation and By-Laws. From and after the Effective Time, the Certificate of Incorporation and By-Laws of P & S, as amended to date (and, if applicable, as amended prior to the Effective Time) and in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation and By-Laws of P & S as the surviving corporation.

4. Directors and Officers. The directors and officers of P & S immediately prior to the Effective Time shall continue to be the directors and officers of P & S as the surviving corporation following the Effective Time, until removed or replaced in accordance with P & S's Certificate of Incorporation and By-Laws.

5. Approval. Each Constituent Corporation hereby represents to the other that no vote by its respective shareholders is required to give effect to this Plan of Merger or the Merger. P & S hereby represents to Reiker that this Plan of Merger and the Merger have been adopted and approved by its Board of Directors.

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6. Filings. P & S shall cause its officers to file (a) appropriate Articles of Merger with the Department of State of the State of Florida (the "Articles of Merger"), and (b) an appropriate Certificate of Merger with the Department of State of the State of New York (the "Certificate of Merger"), in each case so as to cause the Merger to be effective as of the Effective Time.

7. Effectiveness of Merger. The Merger shall be effective on the later of (a) the date of filing the Articles of Merger with the Department of State of the State of Florida, (b) the date of filing of the Certificate of Merger with the Department of State of the State of New York, or (c) 11:59 P.M., New York, New York time, on December 31, 2007 (the "Effective Time").

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed by their respective duly authorized officers, effective as of the date first above written.

PASS & SEYMOUR, INC.

By James La Perriere
James La Perriere, Treasurer

REIKER ENTERPRISES OF
NORTHWEST FLORIDA, INC.

By James La Perriere
James La Perriere, Treasurer

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