

Document Number Only
F010000006521

FILED
01 DEC 25 PM 3:39
TALLAHASSEE, FLORIDA

OT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

Corporation(s) Name

Bell Technologies, Inc
into:
Sypris Test & Measurement, Inc

11102
Merger

900004734988--0
-12/21/01--01002--009
****70.00 ****70.00

- Profit
- Nonprofit
- Foreign
- LLC
- Limited Partnership
- Reinstatement
- Certified Copy
- Amendment
- Dissolution
- Annual Report
- Reservation
- Fictitious Name
- Photocopies
- Merger
- Mark
- Other
- Ch. RA
- UCC
- CUS
- Walk in
- Pick-up
- Will Wait

Effecting Jan 2, 2002
RECEIVED
DEC 20 PM 3:09

Name Availability: 12/28/01
Document Examiner: BR
Updater: BR
Verifier: BR
Acknowledgement: _____
W.P. Verifier: _____

12-20-01
4:00

Please Return Extra
Copies File Stamped
To:
Melanie Strickland

Thank You!

*00789, 00524, 00561, 00672

ARTICLES OF MERGER
Merger Sheet

MERGING:

BELL TECHNOLOGIES, INC., a Florida corporation P97000005078

into

SYPRIS TEST & MEASUREMENT INC., a Delaware entity F01000006521

File date: December 27, 2001 , effective January 1, 2002

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 21, 2001

CT Corporation System
660 E. Jefferson St.
Tallahassee, FL 32301

SUBJECT: BELL TECHNOLOGIES, INC.
Ref. Number: P97000005078

RECEIVED
01 DEC 27 PM 4:38
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for BELL TECHNOLOGIES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please change the statute number to 607.1105 instead of 607.1109 since 607.1109 refers to a cross-entity merger.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

To: Annette Ramsey
Corporate Specialist

Letter Number: 601A00066862

From: Melanie

[Large scribbled-out signature]

Effective 1-1-02.

File today's
Date please
12-27-01

Thanks,
Melanie /CT

4:30
12-27-01

FILED
01 DEC 27 PM 4:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
1/1/02

**ARTICLES OF MERGER
OF
BELL TECHNOLOGIES, INC.
INTO
SYPRIS TEST & MEASUREMENT, INC.
(Under Section 607.1105 of the
Florida Business Corporation Act)**

Sypris Test & Measurement, Inc. hereby certifies that:

1. The name and jurisdiction of formation of each of the constituent entities are:
 - a. Sypris Test & Measurement, Inc., a Delaware corporation; and
 - b. Bell Technologies, Inc., a Florida corporation.
2. An Agreement and Plan of Merger, attached hereto as Exhibit A and incorporated herein by reference, has been approved, adopted, certified, executed and acknowledged by Sypris Test & Measurement, Inc. and by Bell Technologies, Inc. in accordance with the applicable provisions of the Delaware General Corporation Law and the Florida Business Corporation Act.
3. The Agreement and Plan of Merger was adopted by the sole shareholder of Bell Technologies, Inc. as of December 1, 2001, and was adopted by the sole stockholder of Sypris Test & Measurement, Inc. as of December 1, 2001.
4. The effective date of the merger is January 1, 2002.
5. The name of the surviving entity is Sypris Test & Measurement, Inc. The address of the principal office of Sypris Test & Measurement, Inc. is 6120 Hanging Moss Road, Orlando, Florida 32807.
6. The Certificate of Incorporation of Sypris Test & Measurement, Inc. in effect immediately prior to the effective date of the merger shall continue to be the Certificate of Incorporation of Sypris Test & Measurement, Inc.

7. Sypris Test & Measurement, Inc. is deemed to have appointed the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of any dissenting shareholder of Bell Technologies, Inc.

8. Sypris Test & Measurement, Inc. has agreed to promptly pay to any dissenting shareholder of Bell Technologies, Inc. the amount, if any, to which it is entitled under Section 607.1302 of the Florida Business Corporation Act.

9. The executed Agreement and Plan of Merger is on file at the following place of business of Sypris Test & Measurement, Inc.: 6120 Hanging Moss Road, Orlando, Florida 32807.

10. A copy of the Agreement and Plan of Merger will be furnished by Sypris Test & Measurement, Inc. on request and without cost to any stockholder of Sypris Test & Measurement, Inc. or any shareholder of Bell Technologies, Inc.

11. Bell Technologies, Inc. has authorized capital stock of one million (1,000,000) Common Shares.

[END OF TEXT]

IN WITNESS WHEREOF, Sypris Test & Measurement, Inc. has caused this Certificate of Merger and Articles of Merger to be executed by H. L. Singer, its authorized officer, and Bell Technologies, Inc. has caused this Certificate of Merger and Articles of Merger to be executed by H. L. Singer, its authorized officer, as of the 2nd day of December, 2001.

SYPRIS TEST & MEASUREMENT, INC.

By: 
H. L. Singer,
President and Chief Executive Officer

BELL TECHNOLOGIES, INC.

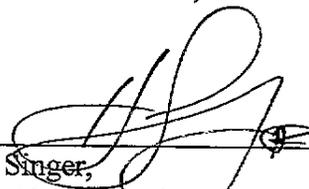
By: 
H. L. Singer,
President and Chief Executive Officer

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Plan"), is entered into as of the 1st day of December, 2001, by and between **BELL TECHNOLOGIES, INC.**, a Florida corporation, and **SYPRIS TEST & MEASUREMENT, INC.**, a Delaware corporation, pursuant to Section 607.1108 of the Florida Business Corporation Act and Section 252 of the Delaware General Corporation Law.

This Plan provides for the merger of Bell Technologies, Inc., a Florida corporation, having its principal place of business at 6120 Hanging Moss Road, Orlando, Florida 32807, into Sypris Test & Measurement, Inc., a Delaware corporation, having its principal place of business at 6120 Hanging Moss Road, Orlando, Florida 32807.

Section 1. Name and Jurisdiction. The name of the corporation proposing to merge is Bell Technologies, Inc., a Florida corporation, which corporation is referred to hereinafter as the "Merging Corporation." The name of the corporation into which the Merging Corporation shall be merged is Sypris Test & Measurement, Inc., a Delaware corporation, which corporation is referred to hereinafter as the "Surviving Corporation."

Section 2. Terms and Conditions. The terms and conditions of the merger are as follows:

a. Merger. The Merging Corporation shall be merged into the Surviving Corporation pursuant to the provisions of Section 607.1108 of the Florida Business Corporation Act and Section 252 of the Delaware General Corporation Law. Upon the effective date of the merger, the existence of the Merging Corporation shall cease and the existence of the Surviving Corporation shall continue under the name Sypris Test & Measurement, Inc.; the Surviving Corporation shall become the owner, without other transfer, of all the rights and property of the Merging Corporation; and the Surviving Corporation shall become subject to all the debts and liabilities of the Merging Corporation in the same manner as if the Surviving Corporation had itself incurred them.

b. Bylaws; Board of Directors. The Bylaws of the Surviving Corporation immediately prior to the effective date of the merger shall continue to be the Bylaws of the Surviving Corporation following the effective date of the merger until altered, amended or repealed as therein provided. The sole member of the Board of Directors of the Surviving Corporation following the effective date of the merger shall be the same person serving as the sole member of the Board of Directors of the Surviving Corporation immediately prior to the effective date of the merger.

c. Principal Office. The principal office of the Surviving Corporation immediately prior to the effective date of the merger shall continue to be the principal office of the Surviving Corporation following the effective date of the merger.

d. Costs and Expenses. All of the costs and expenses incurred on account of this merger shall be assumed and paid by the Surviving Corporation.

e. Effective Date of Merger. The merger provided for herein shall occur and become effective on the 1st day of January, 2002.

Section 3. Manner and Basis of Conversion. The manner and basis of converting the outstanding shares of capital stock of the Merging Corporation into shares of capital stock of the Surviving Corporation is as follows:

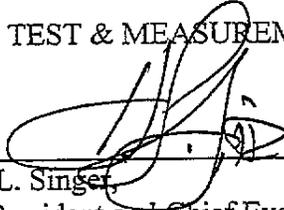
On the effective date of the merger, each and every one of the outstanding shares of Common Stock of the Merging Corporation shall be exchangeable for and convertible into one-tenth of one share of Common Stock of the Surviving Corporation.

Section 4. Certificate of Incorporation. The Certificate of Incorporation of the Surviving Corporation in effect immediately prior to the effective date of the merger shall continue to be the Certificate of Incorporation of the Surviving Corporation.

IN WITNESS WHEREOF, the undersigned Merging Corporation, by its President and Chief Executive Officer, and the undersigned Surviving Corporation, by its President and Chief Executive Officer, have adopted, approved, certified, executed and acknowledged this Agreement and Plan of Merger as of the 1st day of December, 2001.

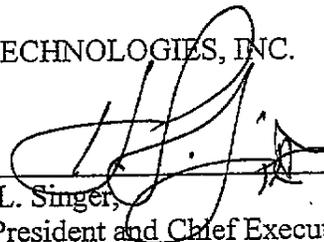
SYPRIS TEST & MEASUREMENT, INC.

By: _____


H. L. Singer
President and Chief Executive Officer

BELL TECHNOLOGIES, INC.

By: _____


H. L. Singer
President and Chief Executive Officer