

Division of Corporations

F02000002790 Page 1 of 2
BX

Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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MERGER OR SHARE EXCHANGE**OPTICAL SENSORS AND SWITCHES, INC.**

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Morgan
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ARTICLES OF MERGER
Merger Sheet

MERGING:

OPTICAL SENSOR SYSTEMS, INC., a Florida corporation, document number
P96000077810

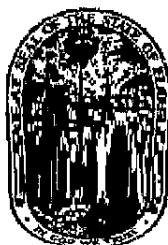
BREVARD ELECTRO OPTICS SYSTEMS, INC., a Florida corporation.
document number P00000073124

INTO

OPTICAL SENSORS AND SWITCHES, INC., a Delaware entity, F02000002790

File date: June 5, 2002

Corporate Specialist: Karen Gibson



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 10, 2002

BREVARD ELECTRO OPTICS SYSTEMS, INC.
505 SECOND AVENUE
MELBOURNE BEACH, FL 32951

SUBJECT: BREVARD ELECTRO OPTICS SYSTEMS, INC.
REF: P00000073124

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IN #1 OF THE ARTICLES OF MERGER, THE NAME OF THE SECOND MERGING CORPORATION WAS LEFT OUT.

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Karen Gibson
Corporate Specialist

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qualified 6/4*

Department of State 6/5/2002 12:03 PAGE 1/2 RightFAX



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

RESUBMIT

Please give original
submission date and file date

June 5, 2002

BREVARD ELECTRO OPTICS SYSTEMS, INC.
505 SECOND AVENUE
MELBOURNE BEACH, FL 32951

SUBJECT: BREVARD ELECTRO OPTICS SYSTEMS, INC.
REF: P00000073124

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The document is illegible and not acceptable for imaging.

The electronic filing cover sheet submitted with your document reflects the incorrect corporate name. The cover sheet must reflect the current name. Please generate a cover sheet under the appropriate corporate name. When resubmitting your document for filing, please also send a copy of the incorrect cover sheet marked "ABANDONED".

THE NAME OF THE SURVIVOR MUST BE ON THE FAX AUDIT COVER LETTER. THE SURVIVOR IS NOW INCORPORATED AND IT'S CHARTER NUMBER IS F02000002790. IF IT WASN'T QUALIFIED THE NAME SHOULD HAVE BEEN TYPED IN.

THE NAMES OF THE MERGING CORPORATIONS ARE INCORRECT. THERE IS NO FLORIDA CORPORATION BY THE NAME - BREVARD ELECTRO OPTICS, INC.

THE OTHER CORPORATION IS CORRECTLY LISTED AS OPTICAL SENSOR SYSTEMS, INC. PLEASE REMOVE THE 'S' FROM SENSORS EVERYWHERE THE NAME APPEARS.

THE RIGHT SIDE OF THE DOCUMENT HAS SEVERAL BLACK LINES GOING THROUGH THE WORDING OF THE MERGER, MAKING IT ILLEGIBLE.

IN FLORIDA THERE IS A SIMILAR NAME TO BREVARD ELECTRO OPTICS, INC. IT IS BREVARD ELECTRO OPTICS SYSTEMS, INC.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H020001643178

FLORIDA ARTICLES OF MERGER

OF

Brevard Electro Optics Systems, Inc. and Optical Sensor Systems, Inc.

AND

Optical Sensors and Switches, Inc.

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporations and the foreign business corporation herein named do hereby submit the following Florida Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Brevard Electro Optics Systems, Inc. and Optical Sensor Systems, Inc. with into Optical Sensor and Switches, Inc., formerly Dominion Audiovisual Corporation.
2. The merger of Brevard Electro Optics Systems, Inc. and Optical Sensor Systems, Inc. with and into Optical Sensors and Switches, Inc. formerly Dominion Audiovisual Corporation is permitted by the laws of Florida. Specifically the shareholders of Brevard Electro Optics Systems, Inc. and Optical Sensor Systems, Inc. entitled to vote thereon approved and adopted the aforesaid Plan of Merger in accordance with the provisions of the Florida Business Corporation Act on May 28, 2002. The date of adoption of the Plan of Merger by the shareholders of Brevard Electro Optics Systems, Inc. and Optical Sensor Systems, Inc. was May 28, 2002.
3. The shareholders of Optical Sensors and Switches, Inc. entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on May 28, 2002 in accordance with the provisions of Title 8, Section 252 of the Delaware General Corporate Law.
4. The effective time and date of the merger herein provided for in the State of Florida shall be 11:00 a.m. on May 29, 2002.

Executed on June 4, 2002.

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TALLAHASSEE, FLORIDA

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BREVARD ELECTRO OPTICS SYSTEMS, INC.

By: *Robert V. Belfano*
Name: Robert V. Belfano, Sr.
Capacity: President

OPTICAL SENSOR SYSTEMS, INC.

By: *Barry Grossman*
Name: Dr. Barry Grossman
Capacity: President

OPTICAL SENSORS AND SWITCHES, INC.
(Formerly Dominion Audiovisual Corporation)

By: *Jonathan S. Lang*
Name: Mr. Jonathan S. Lang
Capacity: CEO

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PLAN OF MERGER adopted for Brevard Electro Optics Systems, Inc. and Optical Sensor Systems, Inc. business corporations organized under the laws of the State of Florida, by resolution of their respective Boards of Directors on May 28, 2002, and adopted for Dominion Audiovisual Corporation, a business corporation organized under the laws of the State of Delaware, by resolution of its Board of Directors on May 28, 2002. The names of the corporations planning to merge are Brevard Electro Optics Systems, Inc. and Optical Sensor Systems, Inc., business corporations organized under the laws of the State of Florida, into Dominion Audiovisual Corporation, a business corporation organized under the laws of the State of Delaware. The name of the

surviving corporation into which Brevard Electro Optics Systems, Inc. and Optical Sensor Systems, Inc. plans to merge is Dominion Audiovisual Corporation whose name will be changed to Optical Systems and Switches, Inc.

1. Brevard Electro Optics Systems, Inc. and Optical Sensor Systems, Inc. shall, pursuant to the provisions of the laws of the State of Florida and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Dominion Audiovisual Corporation, which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under the name Optical Sensors and Switches, Inc. pursuant to the provisions of the Delaware General Corporation Law. The separate existence of Brevard Electro Optics Systems, Inc. and Optical Sensor Systems, Inc., which is sometimes hereinafter referred to as the "non-surviving corporations", shall cease at the effective time and date of the merger in accordance with the laws of the jurisdiction of its organization.

2. The Certificate of Amendment to the Certificate of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Delaware General Corporation Law.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporations immediately prior to The effective time and date of the merger shall at the effective time and date of merger be converted into share(s) of the surviving corporation as follows: one share of Brevard Electro Optics Systems, Inc. for each share of the surviving corporation and 810,852 shares of the surviving corporation for each share of Optical Sensor Systems, Inc. The

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issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share, which is issued at the effective time, and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The merger of the non-surviving corporations with and into the surviving Corporation shall be authorized in the manner prescribed by the laws of the jurisdiction or organization of the non-surviving corporations, in this case Florida, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Delaware General Corporation Law.

7. In the event that the merger of the non-surviving corporations with and into the surviving corporation shall have been duly approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the Florida Business Corporation Act, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporations and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Delaware and/or of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporations and of the surviving corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record and directed to do any and all acts and things, and to make, execute, delivery, file and/or record to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

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