

Division of Corporations

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Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

SOLECTRON USA, INC.

Certificate of Status	0
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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, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Soletron USA, Inc.	Delaware	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
C-MAC Microcircuits USA, Inc.	Florida	P97000028033
C-MAC Packaging Systems, Inc.	Florida	P96000046747

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 / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

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 January 9, 2004

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 January 9, 2004

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

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Soletron USA, Inc.

C-MAC Microcircuits, Inc.

C-MAC Packaging Systems,
Inc.

Perry G. Hayes, Vice-President

Warren Ligan, CFO

Michael F. Grady, Secretary

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1101 of the Florida Statutes.

FIRST: *The name and jurisdiction of the surviving corporation:*

<u>Name</u>	<u>Jurisdiction</u>
Solectron USA, Inc. ("Solectron USA")	Delaware

SECOND: *The name and jurisdiction of each merging corporation:*

<u>Name</u>	<u>Jurisdiction</u>
C-MAC Packaging Systems, Inc. ("C-MAC Packaging")	Florida
C-MAC Microcircuits USA, Inc. ("C-MAC Micro")	Florida

THIRD: *The terms and conditions of the merger are as follows:*

- 1. Background.** Solectron USA, C-MAC Packaging and C-MAC Micro are wholly-owned direct and indirect subsidiaries of Solectron Corporation, a Delaware Corporation. Solectron Corporation seeks to streamline its corporate structure by merging certain subsidiary companies into Solectron USA.
- 2. Merger.** On the Effective Date, C-MAC Packaging and C-MAC Micro (together, the "Merging Entities") shall be merged with and into Solectron USA (the "Merger"), the separate corporate existence of each of the Merging Entities shall cease and Solectron USA shall survive and continue to exist as a Delaware corporation (sometimes being referred to herein as the "Surviving Corporation"). The Merger shall have the effects specified in the General Corporation Law of the State of Delaware ("DGCL") and the Florida Statutes. Upon the Effective Date, Solectron USA shall succeed to all of the rights, certificates, privileges, powers, properties, franchises and assets of the Merging Entities, and shall assume and be subject to all of the debts, liabilities and duties of the Merging Entities.
- 3. Effective Date.** The Merger shall be effective on the day of filing of (i) the Certificate of Merger with the Secretary of State of Delaware, as provided in Section 252 and other applicable provisions of the DGCL, and (ii) the Articles of Merger (the "Articles of Merger") with the Florida Department of State, as provided in Section 607.1105 and other applicable provisions of the Florida Statutes.
- 4. Certificate of Incorporation and Bylaws of Surviving Corporation.** The Amended and Restated Certificate of Incorporation and the Bylaws of Solectron USA in effect immediately

prior to the Effective Date shall be the Certificate of Incorporation and Bylaws of the Surviving Corporation.

5. Directors and Officers of the Surviving Corporation. The directors and officers of Solelectron USA immediately prior to the Effective Date shall be the directors and officers of the Surviving Corporation as of and following the Effective Date until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Certificate of Incorporation and Bylaws of the Surviving Corporation.

FOURTH: *The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property, are as follows:*

On the Effective Date, all shares of issued and outstanding capital stock of each of the Merging Entities shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and retired and shall cease to exist.