

F04510



ACCOUNT NO. : 072100000032

REFERENCE : 647977 4718168

AUTHORIZATION : *Patricia Piggitt*

COST LIMIT : \$ 70.00

FILED
97 DEC 24 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 23, 1997

ORDER TIME : 10:42 AM

ORDER NO. : 647977-025

500002382165--0

CUSTOMER NO: 4718168

CUSTOMER: Mary Larue, Legal Assistant
Berwind Corporation--legal
3000 Centre Sq West
1500 Market St
Philadelphia, PA 19102

ARTICLES OF MERGER

CASI-RUSCO, INC.

INTO

SLC TECHNOLOGIES, INC.

EFFECTIVE DATE

12-31-97

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS:

[Handwritten signature]
97 DEC 24 AM 11:33
RECEIVED
DIVISION OF CORPORATION

F04510

ARTICLES OF MERGER
Merger Sheet

MERGING:

CASI-RUSCO, INC., a Florida corporation, document number F04510

INTO

SLC TECHNOLOGIES, INC., a Delaware corporation not qualified in Florida.

File date: December 24, 1997, effective December 31, 1997

Corporate Specialist: Karen Gibson

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER

OF

CASI-RUSCO, INC.

AND

SLC TECHNOLOGIES, INC.

To the Department of State
State of Florida

FILED
97 DEC 24 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12-31-97

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger:

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Casi-Rusco, Inc. with and into SLC Technologies, Inc. as approved by the Board of Directors of Casi-Rusco, Inc. on December 17, 1997 and adopted at a meeting of the Board of Directors of SLC Technologies, Inc. on December 18, 1997.

2. The Merger of Casi-Rusco, Inc. with and into SLC Technologies, Inc. is permitted by the laws of the jurisdiction of organization of SLC Technologies, Inc. and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of SLC Technologies, Inc. was December 18, 1997.

3. Shareholder approval was not required for the merger.

4. The effective date of the merger herein provided for in the State of Florida shall be December 31, 1997.

Executed on December 18, 1997

CASI-RUSCO, INC.

By: Mary LaRue

Name: Mary LaRue

Capacity: Assistant Secretary

SLC TECHNOLOGIES, INC.

By: James C. Cook

Name: James C. Cook

Capacity: Vice President

PLAN OF COMPLETE LIQUIDATION BY MERGER

of

CASI-RUSCO, INC.

into

SLC TECHNOLOGIES, INC.

THIS IS A PLAN OF COMPLETE LIQUIDATION BY MERGER (the "Plan of Merger") of CASI-RUSCO, INC., a Florida corporation adopted pursuant to Section 332 of the Internal Revenue Code of 1986, as amended, the provisions of the Florida General Corporation Act and Section 275 of the Delaware General Corporation Law. The Plan was approved on December 18, 1997 by SLC TECHNOLOGIES, INC., a business corporation incorporated under the laws of the State of Delaware and by resolution adopted by its Board of Directors on said date.

1. SLC TECHNOLOGIES, INC., a Delaware corporation, owns all of the outstanding stock of CASI-RUSCO, INC. CASI-RUSCO, INC shall, pursuant to the provisions of the Florida General Corporation Act and pursuant to the provisions of the Delaware General Corporation Law, be merged into SLC TECHNOLOGIES, INC., which shall be the surviving corporation upon the effective date of the merger in the state of Delaware, and which is sometimes hereinafter referred to as the "parent corporation", and which shall continue to exist as said surviving corporation pursuant to the provisions of the Delaware General Corporation Law. The separate existence of CASI-RUSCO, INC., which is a wholly-owned subsidiary of SLC TECHNOLOGIES, INC., and which is sometimes hereinafter referred to as the "subsidiary corporation", shall cease upon the effective date of the merger in accordance with the provisions of the Florida General Corporation Act and the parent corporation shall assume all of the liabilities of the subsidiary corporation.

2. The Articles of Incorporation of the parent corporation upon the effective date of the merger in the State of Delaware shall be the Articles of Incorporation of said parent corporation, and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Delaware General Corporation Law.

3. The issued shares of the subsidiary corporation shall not be converted or exchanged in any manner inasmuch as the parent corporation presently owns all of the outstanding shares of said subsidiary corporation and will continue to own said shares prior to the adoption of this Plan of Merger and prior to the effective date thereof. Each of the issued shares of the

subsidiary corporation shall be surrendered and extinguished upon the effective date of the merger in the jurisdiction of its organization. The issued shares of the parent corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger in the State of Florida shall continue to represent one issued share of the parent corporation.

4. This Plan of Merger having been duly approved and adopted on behalf of the parent corporation in accordance with the provisions of the General Corporation Law of the State of Delaware and the merger of the subsidiary corporation into the parent corporation having been fully authorized in accordance with the provisions of said General Corporation Law of the State of Delaware, and, this Plan of Merger having been fully approved on behalf of the subsidiary corporation in the manner prescribed by the provisions of the Florida General Corporation Act, the parent corporation and the subsidiary corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document prescribed by the laws of the State of Delaware and the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

5. Any officer of the parent corporation and any officer of the subsidiary corporation are hereby authorized to execute Articles of Merger upon behalf of said corporations, respectively, in conformity with the provisions of the General Corporation Law of the State of Delaware and the Board of Directors and the proper officers of the parent corporation and of the subsidiary 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 any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger therein provided for.

6. Notwithstanding the full approved and adoption of this Plan of Merger upon behalf of the parent corporation in accordance with the provisions of the General Corporation Law of the State of Delaware and the full authorization of the merger in accordance therewith, and notwithstanding the full approval of this Plan of Merger upon behalf of the subsidiary corporation in accordance with the provisions of the Florida General Corporation Act, this Plan of Merger may be terminated at any time prior to the effective date of this Plan of Merger.

7. The effective date of this Plan of Merger and of the merger therein provided for shall be, insofar as the provisions of the General Corporation Law of the State of Delaware shall govern, as of the close of business on the date of filing.