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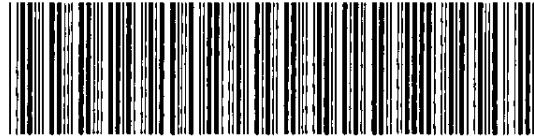
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DATE: 11-02-09

NAME: VYSIONEXT LLC

TYPE OF FILING: MERGER

COST: \$90

RETURN: CERTIFIED COPY

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE



COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Aftermarket Controls Corp.

(Name of Surviving Party)

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

James J. Guillaumin

(Contact Person)

Aftermarket Controls Corp.

(Firm/Company)

2519 Dana Drive

(Address)

Laurinburg, North Carolina 28352

(City, State and Zip Code)

For further information concerning this matter, please call:

James J. Guillaumin

(Name of Contact Person)

at (910) 291-2552

(Area Code and Daytime Telephone Number)

☒ Certified copy (optional) \$30.00

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

L 04000045916

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Vysionext LLC	Florida	LLC
Aftermarket Controls Corp.	Delaware	Corporation

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Aftermarket Controls Corp.	Delaware	Corporation

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

The Corporation Trust Company

1209 Orange Street

Wilmington, DE 19801

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

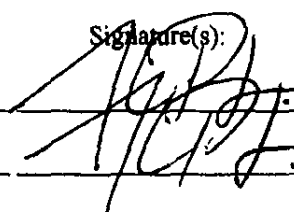
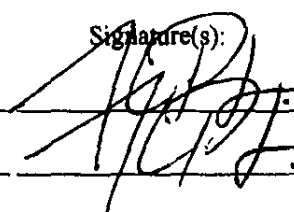
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: _____

Mailing address: _____

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Vysionext LLC		Thomas P. Petrillo
Aftermarket Controls Corp.		Thomas P. Petrillo

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>

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

See attached Agreement and Plan of Merger

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See attached Agreement and Plan of Merger

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See attached Agreement and Plan of Merger

(Attach additional sheet if necessary)

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

None

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

None

(Attach additional sheet if necessary)

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into as of November 2, 2009, by and among Aftermarket Controls Corp., a Delaware corporation ("Controls"), U.S.A. Switch, Inc., a Michigan corporation ("USA Switch"), OEM Components, Inc., a Michigan corporation ("OEM"), Precision Controls Holdings, Inc., a Delaware corporation ("Precision"), and Vysionext LLC, a Florida limited liability company ("Vysionext", and together with USA Switch, OEM, and Precision, the "Companies"; Controls and the Companies are collectively referred to herein as the "Business Entities"), pursuant to the applicable laws of the states in which such Business Entities were organized or incorporated (collectively, the "Laws");

RECITALS:

WHEREAS, Controls owns all of the issued and outstanding capital stock of USA Switch, OEM and Precision;

WHEREAS, Controls owns all of the issued and outstanding equity interests of Vysionext and is its sole member;

WHEREAS, the Board of Directors for each of USA Switch, OEM and Precision deem it advisable and in the best interests of USA Switch, OEM and Precision, respectively, and Controls (as the sole shareholder of such entities), that USA Switch, OEM and Precision, respectively, merge with and into Controls, upon the terms and conditions set forth herein and in accordance with the Laws;

WHEREAS, the Board of Directors of Controls deems it advisable and in the best interests of Vysionext that Vysionext merge with and into Controls, upon the terms and conditions set forth herein and in accordance with the Laws (such merger, together with the merger of USA Switch, OEM and Precision with and into Controls, to be referred to herein as the "Merger");

WHEREAS, the identification numbers of the Business Entities are as follows: (i) Controls – 4508752; (ii) USA Switch – 372866; (iii) OEM – 05106C; (iv) Precision – 3560234; and (v) Vysionext – L04000045916;

WHEREAS, Controls filed its Certificate of Incorporation in the office of the Secretary of State of the State of Delaware on February 22, 2008 and is a corporation duly incorporated and existing under the laws of the State of Delaware, having authorized capital stock consisting of 100 shares of common stock, \$0.01 par value, all of which are issued and outstanding;

WHEREAS, USA Switch filed its Articles of Incorporation with the Michigan Department of Energy, Labor & Economic Growth, Bureau of Commercial Services, on August 6, 1992 and is a corporation duly incorporated and existing under the laws of the State of Michigan, having authorized capital stock consisting of 60,000 shares of common stock, no par value;

WHEREAS, OEM filed its Articles of Incorporation with the Michigan Department of Energy, Labor & Economic Growth, Bureau of Commercial Services, on May 25, 2001 and is a corporation duly organized and existing under the laws of the State of Michigan, having authorized capital stock consisting of 60,000 shares of common stock, no par value;

WHEREAS, Precision filed its Certificate of Incorporation in the office of the Secretary of State of the State of Delaware on August 19, 2002 and is a corporation duly incorporated and existing under the laws of the State of Delaware, having authorized capital stock consisting of 3,000 shares of common stock, \$0.01 par value;

WHEREAS, Vysionext filed its Articles of Organization with the Florida Department of State, Division of Corporations on June 17, 2004 and is a limited liability company duly organized and existing under the laws of the State of Florida;

WHEREAS, the Secretary of State of the State of Delaware, the Michigan Department of Energy, Labor & Economic Growth, Bureau of Commercial Services, and the Florida Department of State, Division of Corporations are collectively referred to herein as the "Relevant Authorities".

NOW THEREFORE, in consideration of the mutual covenants, agreements and provisions hereinafter contained, each of the Business Entities do hereby agree to the terms and conditions of the Merger and of carrying the same into effect as follows:

AGREEMENT

FIRST: At the Effective Time (as hereinafter defined) of the Merger, the Companies shall be merged with and into Controls, the separate existence of the Companies shall cease, and Controls shall continue as the surviving corporation. The Merger shall have the further effects set forth under the Laws. Controls, in its capacity as the surviving corporation of the Merger, is hereinafter sometimes referred to as the "Surviving Corporation".

SECOND: The Certificate of Incorporation of Controls, as in effect at the Effective Time, shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation.

THIRD: The By-laws of Controls as in effect at the Effective Time shall continue to be the By-laws of the Surviving Corporation until the same shall be altered, amended or repealed in accordance with the provisions thereof.

FOURTH: The members of the Board of Directors of Controls and the officers of Controls holding office immediately prior to the Effective Time shall be and remain the members of the Board of Directors and officers of the Surviving Corporation and shall hold such offices until the expiration of their current terms, or their prior resignation, removal or death.

FIFTH: The manner and basis of converting the shares and equity interests of the Business Entities, as applicable, shall be as follows: (i) all of the shares of stock in USA Switch, OEM and Precision, and all of the equity interests and rights to acquire the equity interests in Vysionext, shall be automatically deemed cancelled; and (ii) each share of stock in Controls outstanding immediately prior to the Effective Time shall remain unchanged and continue to remain outstanding as a share of stock in Controls, the surviving corporation.

SIXTH: Subsequent to the execution of this Agreement, the Business Entities shall cause this Agreement, together with any certificates, instruments, and documents, if any, that may be required under applicable Laws, to be executed, acknowledged and filed with the Relevant Authorities.

SEVENTH: The Merger shall be effective (the "Effective Time") upon the date of filing with the Relevant Authorities.

EIGHTH: If at any time or from time to time the Surviving Corporation shall determine or be advised that any further assignment or assurance in law is necessary or desirable to vest in the Surviving Corporation, or perfect its title to, any property or rights of the Business Entities, the proper officers, directors and member of such Business Entities, as applicable, shall execute, make and deliver, without further consideration, all such proper assignments and assurances in law and

- do all other things necessary or desirable to vest or perfect title to such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement; and the proper officers and directors of the Surviving Corporation are fully authorized in the name of and on behalf of such Business Entities, or otherwise, to take any and all such actions.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to authority duly given by their respective Boards of Directors (and sole member in the case of Vysionext), have caused this Agreement to be executed by an authorized officer of each party hereto.

CONTROLS:

Aftermarket Controls Corp.



Name: Thomas P. Petrillo

Its: Chief Executive Officer and President

COMPANIES:

U.S.A. Switch, Inc.



Name: Thomas P. Petrillo

Its: Chief Executive Officer and President

OEM Components, Inc.



Name: Thomas P. Petrillo

Its: Chief Executive Officer and President

Precision Controls Holdings, Inc.



Name: Thomas P. Petrillo

Its: Chief Executive Officer and President

Vysionext LLC



Name: Thomas P. Petrillo

Its: Chief Executive Officer and President