

Division of Corporations

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File 000001863

**Florida Department of State
Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
ZTEC INSTRUMENTS INC.**

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**TO: Amendment Section
Division of Corporations**

FL021 - 05/24/2013 Western Kansas Deliberate

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F11000001863

(Document number of corporation (if known))

1. ZTEC Instruments, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. New Mexico

(Incorporated under laws of)

3. April 29, 2011

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? October 25, 2013

5. LitePoint Design Test, Inc.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Charles Gray

(Typed or printed name of person signing)

Vice President

(Title of person signing)

**OFFICE OF THE SECRETARY OF STATE
NEW MEXICO**

CERTIFICATE OF COMPARISON

OF

**LITEPOINT DESIGN TEST, INC.
1920073**

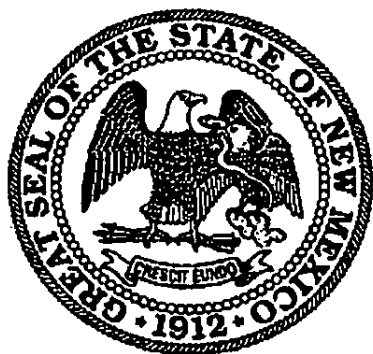
The Office of the Secretary of State certifies that the attached is a true and complete copy of the 3 page document on file in this office.

This Certification is in accordance with section:

53-18-4 NMSA 1978.

Dated : December 11, 2013

In testimony whereof, the Office of the Secretary of State has caused this certificate to be signed on this day in the city of Santa Fe, and the seal of said office to be affixed hereto.



A handwritten signature in dark ink, appearing to read "Dianna J. Duran", is written over a horizontal line.

**Dianna J. Duran
Secretary of State**

**OFFICE OF THE SECRETARY OF STATE
NEW MEXICO**

Certificate Of Merger

OF

LITEPOINT DESIGN TEST, INC.

1920073

The Office of the Secretary of State certifies that the Articles Of Merger, duly signed and verified pursuant to the provisions of the

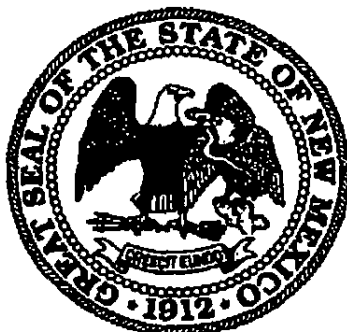
Business Corporation Act

(53-11-1 To 53-18-12 NMSA 1978)

have been received and are found to conform to law. Accordingly, by virtue of the authority vested in it by law, the Office of the Secretary of State issues this Certificate Of Merger and attaches hereto a duplicate of the Articles Of Merger.

Dated : October 25, 2013

In testimony whereof, the Office of the Secretary of State has caused this certificate to be signed on this day in the city of Santa Fe, and the seal of said office to be affixed hereto.



A handwritten signature in cursive script, reading "Dianna J. Duran", is written over a horizontal line.

**Dianna J. Duran
Secretary of State**

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Corporation Bureau OCT 25 2013

ARTICLES OF MERGER

Pursuant to the provisions of the New Mexico Business Corporations Act, the following Articles of Merger are executed for the purpose of merging ZTEC Instruments, Inc. ("ZTEC") and Zorro Acquisition Corp. ("Zorro"), both New Mexico corporations.

1. The Plan of Merger (the "Plan of Merger") approved by each of ZTEC and Zorro in accordance with the requirements of the New Mexico Business Corporations Act is attached hereto as Exhibit A.

2. The Plan of Merger was duly approved by the boards of directors of both ZTEC and Zorro.

3. ZTEC has 149,761 shares of no par Common Stock issued outstanding and Zorro has 100 shares of no par value Common Stock issued and outstanding.

4. The number of outstanding shares of each corporation that voted for or against the Plan of Merger or which abstained from the vote are:

Corporation	For	Against	Abstentions
ZTEC Instruments, Inc.	149,761	0	0
Zorro Acquisition Corp.	100	0	0

1920073
4806204

Dated: October 24, 2013

ZTEC Instruments, Inc.

By: Christopher Zimek
Its: President

Zorro Acquisition Corp.

Name: Charles J. Gray
Its: Vice President

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Exhibit A

Plan of Merger

This Plan is to effect a merger of ZORRO ACQUISITION CORP. ("Zorro") with and into ZTEC INSTRUMENTS, INC., ("ZTEC"), both New Mexico corporations. ZTEC, Zorro, Teradyne, Inc. and Verge Management, LLC, as Securityholder Representative are parties to that certain Agreement and Plan of Merger dated as of October __, 2013 (the "Merger Agreement"). Copies of the Merger Agreement have been provided to and/or made available for inspection by the respective board of directors and securityholders of each of ZTEC and Zorro. If this Plan of Merger is approved by each of ZTEC and Zorro as required by the Business Corporation Act of New Mexico, then:

5. Merging Corporations: Zorro will merge with and into ZTEC (the "Merger"), which will be the surviving corporation, effective as of the date the Articles of Merger are approved by the New Mexico Secretary of State ("Effective Time").

6. Conversion of ZTEC Securities: As of the Effective Time, (i) each share of Common Stock of ZTEC, (ii) each option and warrant to purchase shares of Common Stock of ZTEC and (iii) each convertible note convertible into Common Stock of ZTEC issued and outstanding immediately prior to the Effective Time will be canceled and extinguished and will be converted into the right to receive the Per Share Merger Consideration on the terms provided in the Merger Agreement.

7. Zorro Common Stock: As of the Effective Time, each share of Common Stock of Zorro outstanding immediately prior to the Effective Time shall be converted into and become one share of Common Stock of ZTEC, as the surviving corporation.

8. Bylaws. At the Effective Time, the bylaws of Zorro as in effect immediately prior to the Effective Date will be the bylaws of ZTEC, as the surviving corporation.

9. Change in Articles of Incorporation: At the Effective Time, by virtue of the Merger, Article I of the Articles of Incorporation of ZTEC shall be amended in its entirety to read as follows:

"Article I. The name of the Corporation is LitePoint Design Test, Inc."

10. Directors and Officers. As of the Effective Time, the directors of Zorro immediately prior to the Effective Time will be the directors of ZTEC, as the surviving corporation, until their successors are duly elected and qualified or until otherwise provided by law or the Articles of Incorporation or the bylaws of ZTEC. As of the Effective Time, the officers of ZTEC immediately prior to the Effective Time will be the officers of the ZTEC, as the surviving corporation, until their successors are duly elected and qualified or until otherwise provided by law or the Articles of Incorporation or the bylaws of ZTEC.