

Division of Corporations

Page 1 of 2

F18401

Florida Department of State
Division of Corporations
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Division of Corporations
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RESUBMIT

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 DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

EFTC OPERATING CORP.

Certificate of Status	0
Certified Copy	1
Page Count	05/6
Estimated Charge	\$113.75

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

4/15/03
 merge
 SF

ARTICLES OF MERGER

Merger Sheet

MERGING:

CTLLC ACQUISITION CORP., a Florida corp., P97000059738

CIRCUIT TEST INC., a Florida corp., F18401

INTO

BEFC OPERATING CORP.. a Delaware entity not qualified in Florida

File date: April 11, 2003

Corporate Specialist: Susan Payne

Amount charged: 113.75



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 14, 2003

CIRCUIT TEST INC.
2501 W GRANDVIEW RD
PHOENIX, AZ 85023

SUBJECT: CIRCUIT TEST INC.
REF: F18401

RESUBMIT

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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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) 245-6906.

Darlene Connell
Document Specialist

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Letter Number: 903A00022332

RESUBMIT
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**ARTICLES OF MERGER
MERGING**

**CTLLC ACQUISITION CORP.,
a Florida corporation
and a wholly-owned subsidiary of
EFTC OPERATING CORP.**

and

**CIRCUIT TEST, INC.,
a Florida corporation
and a wholly-owned subsidiary of
EFTC OPERATING CORP.**

WITH AND INTO

**EFTC OPERATING CORP.,
a Delaware corporation**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporations and the foreign parent corporation herein named do hereby adopt the following Articles of Merger.

1. Attached hereto as Exhibit A and made a part hereof is the Plan of Merger (the "Plan of Merger") for the Merger of CTLLC Acquisition Corp., a Florida corporation ("CTLLC"), and Circuit Test Inc., a Florida corporation ("Circuit Test"), with and into EFTC Operating Corp., a Delaware corporation (the "Surviving Corporation").

2. The Plan of Merger between the parties to the merger has been adopted and approved by the unanimous written consent of board of directors of CTLLC on April 1, 2003, by the unanimous written consent of the board of directors of Circuit Test on April 1, 2003, and by the unanimous written consent of the board of directors of the Surviving Corporation on April 1, 2003.

3. The merger of CTLLC and Circuit Test with and into the Surviving Corporation is permitted by the laws of the jurisdiction of organization of the Surviving Corporation and has been authorized in compliance with said laws.

4. Shareholder approval was not required for the merger.

5. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.


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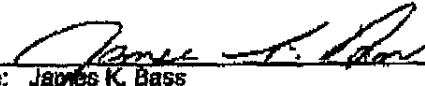
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IN WITNESS WHEREOF, each of CTLLC, Circuit Test, and the Surviving Corporation have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by an authorized officer, as of this 1st day of April, 2003.

CTLLC ACQUISITION CORP., a Florida corporation

By: 
Name: James K. Bass
Title: President

CIRCUIT TEST, INC., a Florida corporation

By: 
Name: James K. Bass
Title: President

EFTC OPERATING CORP., a Delaware corporation

By: 
Name: James K. Bass
Title: President and Chief Executive Officer

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PAGE 5/ 6

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EXHIBIT A
Plan of Merger

See attached

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**PLAN OF MERGER
MERGING
CTLLC ACQUISITION CORP.,
AND
CIRCUIT TEST INC.,
WITH AND INTO
EFTC OPERATING CORP.**

This Agreement and Plan of Merger has been prepared in accordance with Section 807.1104 of the Florida Business Corporation Act.

1. EFTC Operating Corp. ("EFTC"), which is a business corporation of the State of Delaware and is the parent corporation and the owner of all of the outstanding shares of CTLLC Acquisition Corp. ("CTLLC"), which is a business corporation of the State of Florida and the subsidiary corporation, and Circuit Test, Inc. ("Circuit Test"), which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges CTLLC and Circuit Test into EFTC pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of EFTC.

2. The separate existence of CTLLC and Circuit Test shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act, and EFTC shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.

3. The issued shares of CTLLC and Circuit Test shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

4. The Board of Directors and the proper officers of EFTC 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 herein provided for.

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