

# F94000002381

CT CORPORATION

FILED  
2002 SEP 24 PM 3:19  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

CORPORATION(S) NAME

Austoft Inc.

Merging Into: Case Corporation

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input checked="" type="checkbox"/> CUS
		Need 2 Please!
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

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02 SEP 24 PM 2:16  
TALLAHASSEE, FLORIDA  
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Examiner \_\_\_\_\_  
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W.P. Verifier \_\_\_\_\_

9/24/02

AAM

Order#: 5603957

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-09/24/02--01061--021  
Ref#: \*\*\*\*\*87.50 \*\*\*\*\*87.50

Amount: \$ 09-30-02  
EFFECTIVE DATE

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

C. Coulliette SEP 24 2002

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

AUSTOFT INC., a Florida corporation, P93000019400

INTO

**CASE CORPORATION doing business in Florida as CASE POWER  
EQUIPMENT CORPORATION, a Delaware entity, F94000002381**

File date: September 24, 2002, effective September 30, 2002

Corporate Specialist: Cheryl Coulliette

## ARTICLES OF MERGER

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 of the surviving corporation is Case Corporation ("Case") and its jurisdiction is the State of Delaware.

**Second:** The name of the merging corporation is Austoft Inc. ("Austoft") and its jurisdiction is the State of Florida.

**Third:** The Plan of Merger is attached.

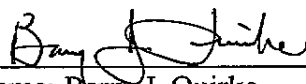
**Fourth:** The merger shall become effective on September 30, 2002 (the "Effective Date"), and for all accounting purposes the merger should be as of the close of the business on the Effective Date.

**Fifth:** The Plan of Merger was adopted by the board of directors of Case, the surviving corporation, on August 27, 2002, and shareholder approval was not required.

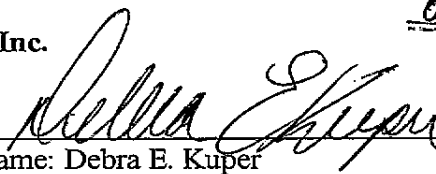
**Sixth:** The Plan of Merger was adopted by the shareholders of Austoft, the merging corporation, on August 27, 2002.

Dated: September 19, 2002

**Case Corporation**

By:   
Name: Barry J. Quirke  
Title: Senior Vice President, Corporate  
Development and General Tax Counsel

**Austoft Inc.**

By:   
Name: Debra E. Kuper  
Title: Vice President and Secretary

**EFFECTIVE DATE**  
09-30-02

FILED  
2002 SEP 24 PM 3:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **PLAN OF MERGER**

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name of the parent corporation, which shall be the surviving entity, is Case Corporation ("Case") and its jurisdiction is the State of Delaware.

**Second:** The name of the subsidiary, hereto the merging corporation, is Austoft Inc. ("Austoft") and its jurisdiction is the State of Florida, which is a wholly-owned subsidiary of Case.

**Third:** The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other 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:


(a) Each share of common stock of Case, the surviving corporation, which shall be issued and outstanding on the Effective Date, as defined by the Articles of Merger to which this plan is attached, of the merger, shall remain issued and outstanding.

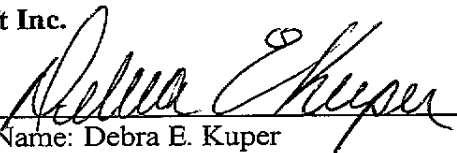
(b) Each share of common stock of Austoft, the merged corporation, which shall be outstanding on the Effective Date of the merger, shall be canceled as of the Effective Date of the merger.

**Fourth:** The Certificate of Incorporation of Case, as heretofore amended and as in effect on the Effective Date of the merger, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

Dated: September 19, 2002

### **Case Corporation**

By:   
Name: Barry J. Quirke  
Title: Senior Vice President, Corporate  
Development and General Tax Counsel

**Austoft Inc.**  
By:   
Name: Debra E. Kuper  
Title: Vice President and Secretary