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Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

RADIO-HOLLAND USA, INC.

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1-1-09

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)	<u>EFFECTIVE DATE</u>
Radio-Holland USA, Inc.	Delaware		1-1-09

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
Seacoast Electronics, Inc.	Florida	354433

Third: The Plan of Merger is attached.

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

OR 1/1/09 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 30, 2008

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 30, 2008

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Radio-Holland USA, Inc.



Michael L. Martell, Assistant Secretary

Seacoast Electronics, Inc.



Michael L. Martell, Secretary

PLAN OF MERGER
(Merger of subsidiary corporation(s))

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

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Jurisdiction

Delaware

The name and jurisdiction of each subsidiary corporation:

Jurisdiction

Florida

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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See attached Agreement and Plan of Merger

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

N/A

AGREEMENT AND PLAN OF MERGER

of

SEACOAST ELECTRONICS, INC.
a Florida corporation

and

RADIO-HOLLAND USA, INC.
a Delaware corporation

AGREEMENT AND PLAN OF MERGER (i) approved on December 30, 2008 by Seacoast Electronics, Inc., a business corporation of the State of Florida, by resolution adopted by its Board of Directors on that date, and (ii) approved on December 30, 2008, by Radio-Holland USA, Inc., a business corporation of the State of Delaware, by resolution adopted by its Board of Directors on that date.

WHEREAS, Seacoast Electronics, Inc. is a business corporation of the State of Florida, with its registered office therein located at 240 Talleyrand Avenue, Jacksonville, Florida 32202, and

WHEREAS, the total number of shares of stock which Seacoast Electronics, Inc. has authority to issue is 250 shares, all of which are of one class and with a par value of \$10.00, and

WHEREAS, Radio-Holland USA, Inc. is a business corporation of the State of Delaware with its registered office therein located at 2711 Centerville Road, Suite 400, Wilmington, County of New Castle, Delaware 19808 (Corporation Service Company is the corporation's registered agent at that address), and

WHEREAS, the total number of shares of stock which Radio-Holland USA, Inc., has authority to issue is 10,000 shares, all of which are of one class and of a par value of \$.01 each, and

WHEREAS, Seacoast Electronics, Inc. and Radio-Holland USA, Inc. and the respective Boards of Directors thereof declare it advisable and to the advantage, welfare, and best interests of these corporations and their respective stockholders to merge Seacoast Electronics, Inc. with and into Radio-Holland USA, Inc. pursuant to the provisions of the Florida Business Corporation Act and the General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth, and

WHEREAS, for federal income tax purposes, it is intended that the merger shall qualify as a liquidation within the meaning of Section 332(b)(1) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly approved by a resolution adopted by the Board of Directors of Seacoast Electronics, Inc. and duly approved by a

resolution adopted by the Board of Directors of Radio-Holland USA, Inc., the Agreement and Plan of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter set forth.

1. Seacoast Electronics, Inc. and Radio-Holland USA, Inc. shall, pursuant to the provisions of the Florida Business Corporation Act and the General Corporation Law of the State of Delaware be merged with and into a single corporation, to wit, Radio-Holland USA, Inc. which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as the surviving corporation under its present name pursuant to the provisions of the General Corporation Law of the State of Delaware.

2. The separate existence of Seacoast Electronics, Inc. which is hereinafter sometimes referred to as the "terminating corporation" shall cease at the effective time in accordance with the provisions of the Florida Business Corporation Act and the General Corporation Law of the State of Delaware.

3. The Certificate of Incorporation of the surviving corporation, as now in force and effect, shall continue to be the Certificate of Incorporation of the surviving corporation.

4. The present by-laws of the surviving corporation will be the by-laws of the surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

5. The directors and officers in office of the surviving corporation at the effective time of the merger shall be the members of the current Board of Directors and the current officers of the surviving corporation, respectively, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

6. The surviving corporation is the sole shareholder of the terminating corporation. Each issued share of the terminating corporation shall, at the effective time of the merger, be surrendered for cancellation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective time of the merger shall continue to represent one issued share of the surviving corporation.

7. In the event that this Agreement and Plan of Merger shall have been fully adopted upon behalf of the terminating corporation and of the surviving corporation in accordance with the provisions of the Florida Business Corporation Act and the General Corporation Law of the State of Delaware, then these corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Florida and of the State of Delaware, and that they will cause to

be performed all necessary acts within the State of Florida and the State of Delaware, and elsewhere to effectuate the merger provided for herein.

8. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and 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 Agreement and Plan of Merger or of the merger provided for herein.

9. Notwithstanding the full adoption of this Agreement and Plan of Merger, the Agreement and Plan of Merger may be terminated at any time prior to the filing of the Agreement and Plan of Merger or a Certificate of Merger with the Secretary of the State of Florida and the Secretary of the State of Delaware in the event that the Board of Directors of Seacoast Electronics, Inc. and the Board of Directors of Radio-Holland USA, Inc. all approve terminating the Agreement and Plan of Merger prior to the filing the Agreement and Plan of Merger or a Certificate of Merger.

10. If applicable, shareholders of Seacoast Electronics, Inc., who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

11. The effective time of the Agreement and Plan of Merger, and the time when the merger therein agreed upon shall become effective, shall be January 1, 2009.

IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby signed upon behalf of each of the constituent corporations parties thereto.

Dated: December 30, 2008

SEACOAST ELECTRONICS, INC.

By: 
Michael L. Martell, Secretary

RADIO-HOLLAND USA, INC.

By: 
Michael L. Martell, Assistant Secretary