

F99000004795

Florida Department of State
Division of Corporations
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SIGN (CORPORATION)

MERGER OR SHARE EXCHANGE

EMERSON ELECTRONIC CONNECTOR AND COMPONENTS COMPANY

Certificate of Status	0
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Florida Dept of State

P.02/02



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

October 1, 2004

EMERSON ELECTRONIC CONNECTOR AND COMPONENTS COMPANY
8000 W. FLORISSANT AVE
STA. 2586
ST LOUIS, MO 63136

SUBJECT: EMERSON ELECTRONIC CONNECTOR AND COMPONENTS COMPANY
REF: F99000004795

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

WHEN A FOREIGN QUALIFIED SURVIVOR CHANGES ITS NAME, A CERTIFICATE EVIDENCING THE NAME CHANGE SHOULD BE SUBMITTED WITH THE MERGER. ✓

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Darlene Connell
Document Specialist

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Letter Number: 204A00057310

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 92314

TOTAL P.02

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 and jurisdiction of the surviving corporation is: Emerson Electronic Connector and Components Company, which shall on the effective date of the merger be changed to Emerson Network Power Connectivity Solutions, Inc., a Delaware corporation.

Second: The name and jurisdiction of each merging corporation is: Telephone Services, Inc., of Florida (G85016), a Florida corporation.



Third: The Plan of Merger is attached as Exhibit A.

Fourth: The merger shall become effective as of 11:59 p.m. on September 30, 2004.

Fifth: The Plan of Merger was adopted by the sole stockholder of the surviving corporation on September 20, 2004.

Sixth: The Plan of Merger was adopted by the sole shareholder of the merging corporation on September 20, 2004.

Seventh: The signatures of an authorized officer of each corporation are as follows:

NAME OF CORPORATION	SIGNATURE	NAME OF INDIVIDUAL & TITLE
Telephone Services, Inc., of Florida		<u>Harley M. Smith, Secretary</u>
Emerson Electronic Connector and Components Company		<u>Harley M. Smith, Secretary</u>

**EXHIBIT A
PLAN OF MERGER**

PLAN OF MERGER (the "Plan"), dated this 20th day of September, 2004, pursuant to Section 607.1104, F.S. of the Florida Business Corporation Act, between Telephone Services, Inc., of Florida, a Florida corporation, and Emerson Electronic Connector and Components Company, a Delaware corporation.

WITNESSETH that:

WHEREAS, the constituent corporations desire to merge into a single corporation;

NOW, THEREFORE, such constituent corporations, parties to this Plan, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: The name of the parent corporation owning at least 80% of the outstanding shares of each subsidiary is JIP Industries, Inc., a Delaware corporation.

SECOND: The name and jurisdiction of each subsidiary corporation is:

Telephone Services, Inc., of Florida a Florida corporation

Emerson Electronic Connector and
Components Company a Delaware corporation

THIRD: Emerson Electronic Connector and Components Company hereby agrees to merge into itself Telephone Services, Inc., of Florida, and said Telephone Services, Inc., of Florida hereby agrees to be merged into Emerson Electronic Connector and Components Company, which shall be the surviving corporation on the terms set forth herein.

FOURTH: The name of the surviving corporation of the merger is Emerson Electronic Connector and Components Company, which shall on the effective date of the merger be changed to Emerson Network Power Connectivity Solutions, Inc., Delaware corporation.

FIFTH: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation 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 the surviving corporation, which shall be issued and outstanding on the effective date of this merger, shall remain issued and outstanding.

(b) The surviving corporation will not issue any of its shares for the issued shares of Telephone Services, Inc., of Florida inasmuch as the sole shareholder of Telephone Services, Inc., of Florida is also the sole shareholder of the surviving corporation. All of the issued shares of

Telephone Services, Inc., of Florida shall upon the effective date of the merger, be surrendered and canceled. The shares of the surviving corporation shall not be converted, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

SIXTH: The shareholders of the subsidiary corporation have voted on and unanimously approved the merger.

SEVENTH: The other provisions relating to this merger are as follows:

(a) The bylaws of the surviving corporation as they shall exist on the effective date of this merger shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided, except that the new name of the surviving corporation shall be reflected therein.

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of shareholders and until their successors shall have been elected and qualified.

(c) The merger shall be effective as of 11:59 p.m. on September 30, 2004.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations, and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed, and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation, respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof, and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

EIGHTH: The Certificate of Incorporation of Emerson Electronic Connector and Components Company, shall on the effective date of the merger be amended as follows:

ARTICLE I of the Certificate of Incorporation of Emerson Electronic Connector and Components Company shall be amended to read as follows:

"1. The name of the corporation is Emerson Network Power Connectivity Solutions, Inc."

NINTH: Anything herein or elsewhere to the contrary notwithstanding, this Plan may be terminated and abandoned by the Boards of Directors of either constituent corporation at any time

prior to the time that this merger filed with the Department of State of Florida becomes effective. The Plan may be amended by the Board of Directors of the constituent corporations at any time prior to the time that this merger filed with the Department of State of Florida becomes effective, provided that an amendment made subsequent to the adoption of the Plan by the shareholders of any constituent corporation shall not (a) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such constituent corporation, (b) except as specified in Section 607.1002 of the Florida statutes or without the vote of shareholders entitled to vote on the matter, change any term of the articles of incorporation of any corporation the shareholders of which must approve the plan of merger, or (c) change any other terms and conditions of the Plan if such change would materially and adversely affect such corporation or the holders of shares of any class or series of such constituent corporation.

IN WITNESS WHEREOF, the parties to this Plan, pursuant to the approval and authority duly given by resolution adopted by their respective Boards of Directors have caused these presents to be executed by an authorized officer of each party hereto as the respective act, deed and agreement of each of said corporations, on this 20th day of September, 2004.

TELEPHONE SERVICES, INC.,
OF FLORIDA

By: AS
Name: HARLEY M. SMITH
Title: SECRETARY

EMERSON ELECTRONIC CONNECTOR AND
COMPONENTS COMPANY

By: AS
Name: HARLEY M. SMITH
Title: SECRETARY

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P.07/02

FROM CORPORATION TRUST 302-655-2480

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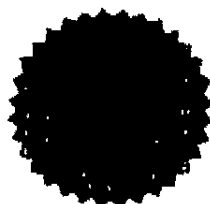
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "EMERSON ELECTRONIC CONNECTOR AND COMPONENTS COMPANY", FILED A CERTIFICATE OF MERGER, CHANGING ITS NAME TO "EMERSON NETWORK POWER CONNECTIVITY SOLUTIONS, INC.", THE THIRTIETH DAY OF SEPTEMBER, A.D. 2004, AT 11:57 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF SEPTEMBER, A.D. 2004, AT 11:59 O'CLOCK P.M.



2764752 8320

040713232

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3388281

DATE: 10-01-04

TOTAL P.07