

F99000004915



ACCOUNT NO. : 072100000032

REFERENCE : 379619 4339971

AUTHORIZATION :

Patricia Pigito

COST LIMIT : \$ 560.00

ORDER DATE : September 20, 1999

ORDER TIME : 10:56 AM

ORDER NO. : 379619-015

CUSTOMER NO: 4339971

CUSTOMER: Ms. Christine Hughes
Clark Hill P.L.C.
Suite 3500
500 Woodward Avenue
Detroit, MI 48226-3435

Merger

EFFECTIVE DATE
9/30/99

100002990871--1

FILED
99 SEP 20 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

ARIZONA ELEVATOR INC

INTO

THYSSEN ELEVATOR COMPANY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

AJR
9/28/99

RECEIVED
09 SEP 20 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

LAGERQUIST CORPORATION, a Delaware corp not authorized in Fla
MIDSTATE ELEVATOR COMPANY, a Delaware corp. not authorized in Fla
SECURITY ELEVATOR COMPANY, a Delaware corp. not authorized in Fla.
SOUND ELEVATOR CO., a Delaware corp. not not authorized in Fla
THYSSEN CARIBBEAN, INC., A Delaware corp. not authorized in Fla
MIAMI ELEVATOR COMPANY, a DE corp. 857287

THYSSEN ELEVATOR CORPORATION, a CA corp 825436

EAST COAST ELEVATOR SERVICE INC. a Fla corp. P97000009171

ARIZONA ELEVATOR, INC., A DE corp. not qualified in Fla

E & W, INC., an IL corp. not qualified in FLA

EASTERN ELEVATOR SERVICE CORP. A DE corp. not qualified in Fla

GENERAL ELEVATOR COMPANY INCORPORATED, a MD corp. not qualified
in Fla

HUDSON ELEVATOR CORPORATION, a DE corp. not qualified in Fla
THYSSEN ELEVATOR INTERNATIONAL, INC, a DE corp. not qualified in FL
THYSSEN ELEVATOR HOLDING CORPORATION, a DE corp. not qualified in FI

into

THYSSEN ELEVATOR COMPANY OF DELAWARE, a Delaware entity
F99000004915

File date: September 20, 1999 , effective September 30, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 560.00

EFFECTIVE DATE
9/30/99

ARTICLES OF MERGER

OF

ARIZONA ELEVATOR, INC., a Delaware corporation
E & W, INC., an Illinois corporation
EAST COAST ELEVATOR SERVICE, INC., a Florida corporation
EASTERN ELEVATOR SERVICE CORP., a Delaware corporation
GENERAL ELEVATOR COMPANY, INCORPORATED, a Maryland corporation
HUDSON ELEVATOR CORPORATION, a Delaware corporation
LAGERQUIST CORPORATION, a Delaware corporation
MIAMI ELEVATOR COMPANY, a Delaware corporation
MIDSTATE ELEVATOR COMPANY, INC., a Delaware corporation
SECURITY ELEVATOR COMPANY, a Delaware corporation
SOUND ELEVATOR CO., a Delaware corporation
THYSSEN CARIBBEAN, INC., a Delaware corporation
THYSSEN ELEVATOR CORPORATION, a California corporation
THYSSEN ELEVATOR INTERNATIONAL, INC., a Delaware corporation
THYSSEN ELEVATOR HOLDING CORPORATION, a Delaware corporation

AND

THYSSEN ELEVATOR COMPANY, a Delaware corporation

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger:

1. Annexed hereto and made a part hereof is the Plan of Merger for merging ARIZONA ELEVATOR, INC., E & W, INC, EAST COAST ELEVATOR SERVICE, INC., EASTERN ELEVATOR SERVICE CORP., GENERAL ELEVATOR COMPANY, INCORPORATED, HUDSON ELEVATOR CORPORATION, LAGERQUIST CORPORATION, MIAMI ELEVATOR COMPANY, MIDSTATE ELEVATOR COMPANY, INC., SECURITY ELEVATOR COMPANY, SOUND ELEVATOR CO., THYSSEN CARIBBEAN, INC., THYSSEN ELEVATOR CORPORATION, THYSSEN ELEVATOR INTERNATIONAL, INC., THYSSEN ELEVATOR HOLDING CORPORATION (collectively the "Merged Companies"), with and into THYSSEN ELEVATOR COMPANY.
1. The shareholders of THYSSEN ELEVATOR COMPANY entitled to vote on the

aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them on September 14, 1999, in accordance with the provisions of the laws of Delaware.

3. The aforesaid Plan of Merger was approved and by EAST COAST ELEVATOR SERVICE CORP. in accordance with the applicable provisions of the Florida 1989 Business Corporation Act.
4. The Plan of Merger was approved by each of the Merged Companies in accordance with the applicable laws of the state of its incorporation.
5. The merger of ARIZONA ELEVATOR, INC., E & W, INC, EAST COAST ELEVATOR SERVICE, INC., EASTERN ELEVATOR SERVICE CORP., GEMINI/EMPIRE ELEVATOR COMPANY, GENERAL ELEVATOR COMPANY, INCORPORATED, HUDSON ELEVATOR CORPORATION, LAGERQUIST CORPORATION, MIAMI ELEVATOR COMPANY, MIDSTATE ELEVATOR COMPANY, INC., SECURITY ELEVATOR COMPANY, SOUND ELEVATOR CO., THYSSEN CARIBBEAN, INC., THYSSEN ELEVATOR CORPORATION, THYSSEN ELEVATOR INTERNATIONAL, INC., THYSSEN ELEVATOR HOLDING CORPORATION, THYSSEN ELEVATOR SYSTEMS, INC. with and into THYSSEN ELEVATOR COMPANY is permitted by the laws of the jurisdiction of organization of THYSSEN ELEVATOR COMPANY and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of THYSSEN ELEVATOR COMPANY was September 14, 1999.
6. The effective time and date of the merger herein provided for in the State of Florida shall be 10:00 a.m. on September 30, 1999.
7. The address of the principal office of THYSSEN ELEVATOR COMPANY is 6266 Hurt Road, Horn Lake, MS 38367.
8. THYSSEN ELEVATOR COMPANY hereby appoints the Florida Secretary of State as its agent for service of process in proceedings to enforce any obligation or rights of dissenting shareholders of EAST COAST ELEVATOR SERVICE CORP.
9. THYSSEN ELEVATOR COMPANY has agreed to promptly pay to the dissenting shareholders of EAST COAST ELEVATOR SERVICE CORP. the amount, if any, to which they are entitled under Section 607.1302 of the Florida 1989 Business Corporation Act.

Executed on this 14 day of September, 1999.

ARIZONA ELEVATOR, INC.,
a Delaware corporation

By: Marsha J. Fershtman
Name: Marsha J. Fershtman
Its: Secretary

E & W, INC,
an Illinois corporation

By: Marsha J. Fershtman
Name: Marsha J. Fershtman
Its: Secretary

EAST COAST ELEVATOR SERVICE, INC.,
a Florida corporation

By: Marsha J. Fershtman
Name: Marsha J. Fershtman
Its: Secretary

EASTERN ELEVATOR SERVICE CORP.,
a Delaware corporation

By: Marsha J. Fershtman
Name: Marsha J. Fershtman
Its: Secretary

THYSSEN ELEVATOR HOLDING
CORPORATION, a Delaware
corporation

By: Nancy L. Hutcheson
Name: Nancy L. Hutcheson
Its: Vice President

GENERAL ELEVATOR COMPANY,
INCORPORATED, a Maryland corporation

By: Marsha J. Fershtman
Name: Marsha J. Fershtman
Its: Secretary

HUDSON ELEVATOR CORPORATION,
a Delaware corporation

By: Marsha J. Fershtman
Name: Marsha J. Fershtman
Its: Secretary

LAGERQUIST CORPORATION,
a Delaware corporation

By: Marsha J. Fershtman
Name: Marsha J. Fershtman
Its: Secretary

MIAMI ELEVATOR COMPANY,
a Delaware corporation

By: Marsha J. Fershtman
Name: Marsha J. Fershtman
Its: Secretary

MIDSTATE ELEVATOR COMPANY,
INC., a Delaware corporation

By: Marsha J. Fershtman
Name: Marsha J. Fershtman
Its: Secretary

SECURITY ELEVATOR COMPANY,
a Delaware corporation

By: Marsha J. Fershtman
Name: Marsha J. Fershtman
Its: Secretary

THYSSEN CARIBBEAN, INC.,
a Delaware corporation

By: Marsha J. Fershtman
Name: Marsha J. Fershtman
Its: Secretary

THYSSEN ELEVATOR INTERNATIONAL,
INC., a Delaware corporation

By: Marsha J. Fershtman
Name: Marsha J. Fershtman
Its: Secretary

SOUND ELEVATOR CO.,
a Delaware corporation

By: Marsha J. Fershtman
Name: Marsha J. Fershtman
Its: Secretary

THYSSEN ELEVATOR CORPORATION,
a California corporation

By: Marsha J. Fershtman
Name: Marsha J. Fershtman
Its: Assistant Secretary

THYSSEN ELEVATOR COMPANY,
a Delaware corporation

By: Marsha J. Fershtman
Name: Marsha J. Fershtman
Its: Secretary

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of September 14, 1999, (the "Agreement"), by and among THYSSEN ELEVATOR HOLDING CORPORATION, a Delaware corporation having Delaware Secretary of State Division of Corporations identification number 2967780, EAST COAST ELEVATOR SERVICE, INC., a Florida corporation having Florida Department of State Division of Corporations identification number P9700-0009171, EASTERN ELEVATOR SERVICE CORP., a Delaware corporation having Delaware Secretary of State Division of Corporations identification number 2011316, GENERAL ELEVATOR COMPANY, INCORPORATED, a Maryland corporation having State Department of Assessment and Taxation identification number D2494672, LAGERQUIST CORPORATION, a Delaware corporation having Delaware Secretary of State Division of Corporations identification number 2053230, MIAMI ELEVATOR COMPANY, a Delaware corporation having Delaware Secretary of State Division of Corporations identification number 2011292, MIDSTATE ELEVATOR COMPANY, INC., a Delaware corporation having Delaware Secretary of State Division of Corporations identification number 2282264, SECURITY ELEVATOR COMPANY, a Delaware corporation having Delaware Secretary of State Division of Corporations identification number 2245148, SOUND ELEVATOR CO., a Delaware corporation having Delaware Secretary of State Division of Corporations identification number 22254671, THYSSEN ELEVATOR INTERNATIONAL, INC., a Delaware corporation having Delaware Secretary of State Division of Corporations identification number 0530230, E & W, INC., an Illinois corporation having Illinois Secretary of State Department of Business Services, Corporation Division identification number D53311873, THYSSEN ELEVATOR CORPORATION, a California corporation having California Secretary of State Division of Corporations identification number 0515447, ARIZONA ELEVATOR INC., a Delaware corporation having Delaware Secretary of State Division of Corporations identification number 2011299, THYSSEN CARIBBEAN, INC., a Delaware corporation having Delaware Secretary of State Division of Corporations identification number 2287453, HUDSON ELEVATOR COMPANY, a Delaware corporation having Delaware Secretary of State Division of Corporations identification number 2276919 (each a "Subsidiary" and collectively, the "Subsidiaries"), THYSSEN ELEVATOR COMPANY, a Delaware corporation having Delaware Secretary of State Division of Corporations identification number 2045231 ("TEC"), THYSSEN MERGER SUB, INC., a Delaware corporation having Delaware Secretary of State Division of Corporations identification number 3095271 ("Newco"), and THYSSEN HOLDING CORPORATION, Delaware corporation having Delaware Secretary of State Division of Corporations identification number 0849663 ("THC").

WHEREAS, THC owns, directly or indirectly, all of the issued and outstanding shares of stock of each of the Subsidiaries, TEC and Newco and desires to reorganize and consolidate its holdings by merging the Subsidiaries into TEC, with TEC being the surviving corporation (the "Merger");

WHEREAS, THC plans to contribute all of the issued and outstanding stock of TEC to Newco, so that TEC will be a subsidiary of Newco;

WHEREAS, the respective Boards of Directors of the Subsidiaries, TEC and Newco have adopted resolutions authorizing and approving this Agreement and declaring the advisability of the merger of the Subsidiaries with and into TEC, as set forth below upon the terms and subject to the conditions set forth in this Agreement, each in accordance with the laws of the state of its incorporation; and

WHEREAS, each of the Stockholders of the Subsidiaries, THC and TEC, having been duly notified, has adopted and approved the Merger, each in accordance with the laws of its state of incorporation.

NOW, THEREFORE, in consideration of the agreements and provisions hereinafter contained and in order to consummate the Merger, the parties hereto agree as follows:

1. Merger. At or prior to the Effective Time (as defined herein), each of the Subsidiaries, TEC shall execute a Certificate of Merger (or other appropriate document) for filing with the Secretary of State of Delaware and the appropriate agency of its state of incorporation (if not Delaware). At the Effective Time, each of the Subsidiaries will merge into TEC. Following the Merger, the separate corporate existence of each Subsidiary shall cease and TEC shall continue as the surviving corporation under the name "Thyssen Elevator Company" (the "Surviving Corporation").

2. Conversion of Stock. At the Effective Time, by virtue of the Merger and without any action on the part of the holders thereof, each share of stock of each Subsidiary issued and outstanding immediately prior to the Effective Time shall be canceled, retired and shall cease to exist, with no payment being made with respect thereto, and shall not be converted into any shares of stock, obligations, evidences of ownership, rights to purchase securities or securities of any other corporation or other entity or into cash or any other property. At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, each share of stock of TEC issued and outstanding immediately prior to the Effective Time shall be an identical outstanding or treasury share of stock of the Surviving Corporation.

the Effective Time shall be an identical outstanding or treasury share of stock of the Surviving Corporation.

3. Certificate of Incorporation and Bylaws of Surviving Corporation. The Certificate of Incorporation of TEC, as heretofore amended and as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation of the Surviving Corporation and shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation until amended in accordance with the provisions thereof and applicable law. The Bylaws of TEC, as heretofore amended and restated and as in effect immediately prior to the Effective Time, shall become the Bylaws of the Surviving Corporation until amended in accordance with the provisions thereof and applicable law.

4. Effects of the Merger. The Merger shall have the effects set forth in Sections 251 and 252 of the Delaware General Corporation Law. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, the Surviving Corporation shall possess all the rights, privileges, powers and franchises as well of a public as of a private nature, and being subject to all the restrictions, disabilities and duties of, the Subsidiaries and TEC; and all and singular, the rights, privileges, powers and franchises of the Subsidiaries and TEC, and all property, real, personal and mixed, and all debts due and to the Subsidiaries or TEC on whatever account, as well for stock subscriptions as all other things in action or belonging to each Subsidiary and TEC shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the Subsidiaries and the title to any real estate vested by deed or otherwise, under the laws of any State, in a Subsidiary or TEC, shall not revert or be in any way impaired by reason of this Merger, but all rights of creditors and all liens upon any property of any Subsidiary or TEC shall be preserved unimpaired, and all debts, liabilities and duties of the Subsidiaries or TEC shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

Each Subsidiary 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 Subsidiaries 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 each Subsidiary and TEC are fully authorized in the name of each Subsidiary or otherwise to take any and all such action.

5. Parent Approval. THC agrees that it will vote, or cause to be voted, prior to the Effective Time, all of the shares of stock of the Subsidiaries, TEC and Newco then owned by it in favor of the approval and adoption of this Agreement.

6. Effective Time. This Merger shall become effective at 10:00 a.m. on September 30, 1999 (the "Effective Time").

7. Directors. Subject to applicable law, the directors of TEC immediately prior to the Effective Time shall be the initial directors of the Surviving Corporation and shall hold office until their respective successors are duly elected and qualified, or their earlier death, resignation or removal.

8. Officers. The officers of TEC immediately prior to the Effective Time shall be the initial officers of the Surviving Corporation and shall hold office until their respective successors are duly elected and qualified, or their earlier death, resignation or removal.

9. Copies. This Agreement will be furnished by the Surviving Corporation, on request and without cost, to the Stockholders of Newco, TEC and the Subsidiaries.

10. Amendments to the Agreement of Merger. This Agreement may be amended, with the approval of the Boards of Directors of Newco, TEC or any Subsidiary, at any time prior to the date of filing the Certificate of Merger (or other appropriately titled document) the Delaware Secretary of State or other appropriate agency of the state of its incorporation (if not Delaware), provided that an amendment made subsequent to the adoption of the Agreement by the Stockholders of Newco, TEC or the Subsidiaries shall not (a) alter or change the amount or kind of stock, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the stock of any class or series thereof of TEC or any Subsidiary, (b) alter or change any term of the Certificate of Incorporation of the Surviving Corporation to be effected by the Merger, or (c) alter or change any of the terms and conditions of the Agreement if such alteration or change would adversely affect the holders of any class or series thereof of TEC or any Subsidiary.

11. Entire Agreement; Assignment. This Agreement and the documents and the instruments referred to herein constitute the entire agreement and supersede all prior agreements and understandings, both written and oral, among the parties with respect to the subject matter hereof and thereof. Neither this Agreement nor any of the rights, interests or obligations hereunder will be assigned by any of the parties hereto (whether by operation of law or otherwise) without the prior written consent of the other parties. This Agreement will be binding upon, inure to the benefit of and be enforceable by the parties and their respective successors and assigns.

12. Validity. The invalidity or unenforceability of any provision of this Agreement shall not affect the validity or enforceability of any other provision of this Agreement, each of which shall remain in full force and effect.

13. Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Delaware, regardless of the laws that might otherwise govern under applicable principles of conflicts of laws thereof.

14. Descriptive Headings. The descriptive headings herein are inserted for convenience of reference only and are not intended to be part of or to affect the meaning or interpretation of this Agreement.

15. Counterparts. This Agreement may be executed in seventeen or more counterparts, each of which shall be deemed to be an original, but all of which shall constitute one and the same agreement.

16. Parties in Interest. This Agreement shall be binding upon and inure solely to the benefit of each party hereto, and nothing in this Agreement, express or implied, is intended to confer upon any other person any rights or remedies of any nature whatsoever under or by reason of this Agreement.

IN WITNESS WHEREOF, the parties to this Agreement, 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 duly authorized officers of each party hereto as the respective act, deed and agreement of each of said corporations, as of this 14th day of September, 1999.

[signatures on next page]

EAST COAST ELEVATOR SERVICE, INC.,
a Florida corporation

By: *Paul P. Hung*
President or Vice President

By: *Marsha J. Bershtman*
Secretary or Assistant Secretary

EASTERN ELEVATOR SERVICE
CORP., a Delaware Corporation

By: *Paul P. Hung*
President or Vice President

By: *Marsha J. Bershtman*
Secretary or Assistant Secretary

GENERAL ELEVATOR COMPANY
INCORPORATED, a Maryland corporation

By: *Paul P. Hung*
President or Vice President

By: *Marsha J. Bershtman*
Secretary or Assistant Secretary

LAGERQUIST CORPORATION, a Delaware
corporation

By: *Paul P. Hung*
President or Vice President

By: *Marsha J. Bershtman*
Secretary or Assistant Secretary

MIAMI ELEVATOR COMPANY, a Delaware
corporation

By: *Paul P. Hung*
President or Vice President

By: *Marsha J. Bershtman*
Secretary or Assistant Secretary

MIDSTATE ELEVATOR COMPANY, INC.
A Delaware corporation

By: *Paul P. Hung*
President or Vice President

By: *Marsha J. Bershtman*
Secretary or Assistant Secretary

SECURITY ELEVATOR COMPANY, a
Delaware corporation

By: *Paul P. Hung*
President or Vice President

By: *Marsha J. Bershtman*
Secretary or Assistant Secretary

SOUND ELEVATOR CO., a Delaware
corporation

By: *Paul P. Hung*
President or Vice President

By: *Marsha J. Bershtman*
Secretary or Assistant Secretary

THYSSEN ELEVATOR INTERNATIONAL,
INC., a Delaware corporation

By: *Paul T. Harg*
President or Vice President

By: *Marsha J. Bershtman*
Secretary or Assistant Secretary

THYSSEN ELEVATOR COMPANY, a
Delaware corporation

By: *Paul T. Harg*
President or Vice President

By: *Marsha J. Bershtman*
Secretary or Assistant Secretary

THYSSEN ELEVATOR HOLDING
CORPORATION, a Delaware corporation

By: *Nancy L. Hutcherson*
President or Vice President

By: *Paul T. Harg*
Secretary or Assistant Secretary

E & W, INC., an Illinois corporation

By: *Paul T. Harg*
President or Vice President

By: *Marsha J. Bershtman*
Secretary or Assistant Secretary

THYSSEN ELEVATOR CORPORATION, a
California corporation

By: *Paul T. Harg*
President or Vice President

By: *Marsha J. Bershtman*
Secretary or Assistant Secretary

THYSSEN MERGER SUB, INC., a Delaware
corporation

By: *Nancy L. Hutcherson*
President or Vice President

By: *Paul T. Harg*
Secretary or Assistant Secretary

ARIZONA ELEVATOR INC., a Delaware
corporation

By: *Paul T. Harg*
President or Vice President

By: *Marsha J. Bershtman*
Secretary or Assistant Secretary

THYSSEN CARIBBEAN, INC., a Delaware
corporation

By: *Paul T. Harg*
President or Vice President

By: *Marsha J. Bershtman*
Secretary or Assistant Secretary

HUDSON ELEVATOR COMPANY, a
Delaware corporation

By:

[Signature]
President or Vice President

By:

Marsha J. Gershtman
Secretary or Assistant Secretary

THYSSEN HOLDING CORPORATION, a
Delaware corporation

By:

B. G. Burkhardt
President or Vice President

By:

Nancy L. Hutcherson
Secretary or Assistant Secretary