

# H09512

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Jenoptik Infab, Inc.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #) 700002417457--8

3. \_\_\_\_\_  
(Corporation Name) (Document #) -01/30/98--01071--001  
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**FILED**  
98 JAN 30 PM 4:05  
**RECEIVED**  
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SECRETARY OF STATE  
DIVISION OF CORPORATION  
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

JENOPTIK INFAB SOFTWARE, INC., a Florida corporation, H09512

INTO

JENOPTIK INFAB, INC., a Delaware corporation not qualified in Florida

File date: January 30, 1998

Corporate Specialist: Joy Moon-French

**FILED**

98 JAN 30 PM 4:05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**  
**OF**  
**JENOPTIK INFAB SOFTWARE, INC.**  
**AND**  
**JENOPTIK INFAB, INC.**

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.

FIRST: Annexed hereto and made a part hereof is the Plan of Merger for merging Jenoptik Infab Software, Inc. with and into Jenoptik Infab, Inc.

SECOND: The shareholders entitled to vote on the aforesaid Plan of Merger of Jenoptik Infab Software, Inc. approved and adopted the Plan of Merger by unanimous written consent of the shareholders dated January 1, 1998.

THIRD: The shareholders of Jenoptik Infab, Inc. entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them on January 1, 1998 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.


FOURTH: The merger of Jenoptik Infab Software, Inc. with and into Jenoptik Infab, Inc. is permitted by the laws of the jurisdiction of organization of Jenoptik Infab, Inc. and has been authorized in compliance with said laws.

**EXECUTED** on this 1st day of January, 1998.

**JENOPTIK INFAB SOFTWARE, INC.**

By:   
James Macek, CEO

**JENOPTIK INFAB, INC.**

By:   
James Macek, CEO

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**PLAN OF MERGER** adopted on January 1, 1998 by resolution of the Board of Directors of Jenoptik Infab Software, Inc., a business corporation organized under the laws of the State of Florida and adopted on January 1, 1998 by resolution of the Board of Directors of Jenoptik Infab, Inc., a business corporation organized under the laws of the State of Delaware. The names of the corporations planning to merge are Jenoptik Infab Software, Inc., a business corporation organized under the laws of the State of Florida, and Jenoptik Infab, Inc., a business corporation organized under the laws of the State of Delaware. The name of the surviving corporation into which Jenoptik Infab Software, Inc. plans to merge is Jenoptik Infab, Inc.

1. Jenoptik Infab Software, Inc. and Jenoptik Infab, Inc. shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the jurisdiction of organization of Jenoptik Infab, Inc. be merged with and into a single corporation, to wit, Jenoptik Infab, Inc., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of Jenoptik Infab Software, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The certificate of incorporation of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the certificate of incorporation of said surviving corporation and said certificate of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

3. The bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization will be the bylaws of said 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 laws of the jurisdiction of its organization.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, 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 bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into -0- shares of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or 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 therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, 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.