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## MERGER OR SHARE EXCHANGE

## Thermo Securities Corporation

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FL061, 13/11/2012 C.T. Bruno Caldas

Name of Corporation

Typed or Printed Name of Individual & Title

Kenneth J. Spinrad

Kenneth J. Apicerno, President

John A. Ciccone

John A. Piccione, Asst. Secretary

## EXHIBIT A – PLAN OF MERGER

\* \* \* \* \*

- I. The name and state of incorporation of the merging (non-surviving) corporation is TEC Cogeneration Inc., a Florida corporation (the "Subsidiary Corporation").
- II. The name and state of incorporation of the surviving corporation is Thermo Securities Corporation, a Delaware corporation (the "Parent Corporation").
- III. The terms and conditions of the merger including the treatment of shares of the constituent corporations are as follows:

- (a) The Merger. The Subsidiary Corporation will be merged with and into the Parent Corporation in accordance with this Plan of Merger and the General Corporation Law of the State of Delaware and the Florida Business Corporation Act (the "Merger").
- (b) Effective Time of Merger. The Merger will become effective upon submission of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware (the "Effective Time").
- (c) Corporate Existence. From and after the Effective Time, the separate corporate existence of the Subsidiary Corporation shall cease and the Parent Corporation shall continue its corporate existence under the laws of the State of Delaware as the surviving corporation (the "Surviving Corporation").
- (d) Certificate of Incorporation and By-laws. From and after the Effective Time, the Certificate of Incorporation of the Parent Corporation, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation of the Surviving Corporation. From and after the Effective Time, the by-laws of the Parent Corporation, as in effect immediately prior to the Effective Time, shall be the by-laws of the Surviving Corporation.

(e) Officers and Directors. Immediately following the Effective Time, the officers and directors of the Parent Corporation immediately prior to the Effective Time shall be the officers and directors of the Surviving Corporation, each to hold office in accordance with the Certificate of Incorporation and the by-laws of the Surviving Corporation.

(f) Assumption of Obligations. At the Effective Time, the Parent Corporation shall assume all of the obligations of the Subsidiary Corporation pursuant to the General Corporation Law of the State of Delaware.

IV. Treatment of Shares. At the Effective Time, all issued and outstanding shares of capital stock of the Subsidiary Corporation shall automatically and by operation of law be extinguished and cancelled without consideration and all certificates evidencing ownership of such shares shall be void and of no effect; and all issued and outstanding shares of capital stock of the Parent Corporation shall remain issued and outstanding and shall not be affected by the Merger.