

Dec-21-1999 08:04am

From-BAKER&HOSTETLER

4078410168

T-944 P.001/005 F-583

H83102

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

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From:

Account Name : BAKER & HOSTETLER LLP
Account Number : I19990000077
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Fax Number : (407) 841-0168

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MERGER OR SHARE EXCHANGE

Stoneridge, Inc.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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merger
12/21/99

ARTICLES OF MERGER
Merger Sheet

MERGING:

HI-STAT MANUFACTURING CO., INC., a Florida corporation, H83102

INTO

STONERIDGE, INC., an Ohio corporation not qualified in Florida

File date: December 21, 1999, effective December 31, 1999

Corporate Specialist: Darlene Connell

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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, F.S.

First: The name and jurisdiction of the surviving corporation is:

Name _____ Jurisdiction _____

Stoneridge, Inc. Ohio

EFFECTIVE DATE
12-31-99

Second: The name and jurisdiction of each merging corporation is:

Name _____ Jurisdiction _____

Hi-Stat Manufacturing Co., Inc. Florida

FILED
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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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 12 / 31 / 99 (Enter a specific date NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

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 _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on December 9, 1999 and shareholder approval was not required.

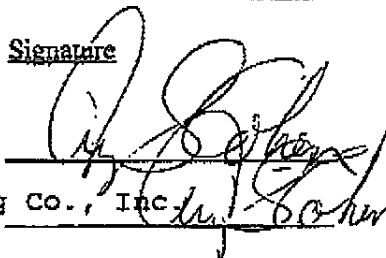
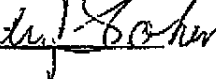
Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on December 9, 1999 and shareholder approval was not required.

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignatureTyped or Printed Name of Individual & TitleStoneridge, Inc.Avery S. Cohen, SecretaryHi-Stat Manufacturing Co., Inc.Avery S. Cohen, Secretary

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4078410168

T-944 P.002/005 F-583
200 South Orange Avenue
Suite 2300
Orlando, FL 32802-0112
(407) 649-4000

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

The following plan of merger is submitted in compliance with section 607.1104, F.S. 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 is:

<u>Name</u>	<u>Jurisdiction</u>
<u>Stoneridge, Inc.</u>	<u>Ohio</u>

The name and jurisdiction of each subsidiary corporation is

<u>Name</u>	<u>Jurisdiction</u>
<u>Hi-Stat Manufacturing Co., Inc.</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

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 is as follows:

Hi-Stat Manufacturing Co., Inc. is a wholly owned subsidiary of Stoneridge, Inc. Following the merger, the business and assets of Hi-Stat Manufacturing Co., Inc. will be owned by Stoneridge, Inc., and all of the issued and outstanding shares of Hi-Stat Manufacturing Co., Inc. stock will be cancelled.

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(Attach additional sheets if necessary)

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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:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

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