

CT CORPORATION

1486134

CORPORATION(S) NAME

Thru-Put Systems, Inc. merging into:

Thermo LabSystems Inc.

FILED  
02 JUN 21 PM 4:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Merger*

400005906264--2  
-06/21/02-01014-017  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> Profit              | <input type="checkbox"/> Amendment              | <input checked="" type="checkbox"/> Merger  |
| <input type="checkbox"/> Nonprofit           |   |   |
| <input type="checkbox"/> Foreign             | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
|  | <input type="checkbox"/> Reinstatement          |   |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> LLC                 | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> Change of RA       |
|  | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> UCC                |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Photocopies            | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Call When Ready     | <input type="checkbox"/> Call If Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In  | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out            |   |   |

Name \_\_\_\_\_  
Availability 6/21/02  
Document \_\_\_\_\_  
Examiner *MS*  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

6/21/02

Order#: 5434409

Ref#: \_\_\_\_\_

Amount: \$ \_\_\_\_\_

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02 JUN 21 AM 11:27  
TALLAHASSEE, FLORIDA

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

THRU-PUT SYSTEMS, INC., a Florida corporation H86134

INTO

**THERMO LABSYSTEMS INC.,** a Massachusetts entity not qualified in Florida.

File date: June 21, 2002

Corporate Specialist: Annette Ramsey

# 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:

<u>Name</u>	<u>Jurisdiction</u>
Thermo LabSystems Inc.	Massachusetts

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

<u>Name</u>	<u>Jurisdiction</u>
Thru-Put Systems, Inc.	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~~ ~~XXXXXXXXXXXXXXXXXXXX~~ ~~Enter a specific date. NOTE: An effective date cannot be prior to the date of filing.~~ ~~XXXXXXXXXXXXXXXXXXXX~~  
~~that 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~~ ~~XXXXXXXXXXXXXXXXXXXX~~

The Plan of Merger was adopted by the board of directors of the surviving corporation on  
May 3, 2002 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~~ ~~XXXXXXXXXXXXXXXXXXXX~~

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on  
May 3, 2002 and shareholder approval was not required.

(Attach additional sheets if necessary)

Typed or Printed Name of Individual & Title

Robert V. Ogden

Robert V. Aghababian  
Assistant Clerk

Robert V. Gluck

Robert V. Aghababian  
Assistant Secretary

## **PLAN OF MERGER**

**\* \* \* \* \***

**FIRST:** Thermo LabSystems Inc., a Massachusetts corporation (the "Parent Corporation"), owns all of the issued and outstanding shares of capital stock of Thru-Put Systems, Inc., a Florida corporation (the "Subsidiary Corporation").

**SECOND:** The terms and conditions of the merger (the "Merger") including the treatment of the 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 (the "Plan"), Section 82 of the Massachusetts General Laws and Section 607.1104 of the Florida General Business Laws.

(b) **Effective Time of Merger.** The Merger will become effective upon submission of the Articles of Merger with the Secretary of the Commonwealth of Massachusetts and the Articles of Merger with the Florida Secretary of State of the State of Florida (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 Commonwealth of Massachusetts as the surviving corporation (the "Surviving Corporation").

(d) **Articles of Organization and By-laws.** From and after the Effective Time, the Articles of Organization of the Parent Corporation, as in effect immediately prior to the Effective Time, shall be the Articles of Organization 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.** From and after 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 Articles of Organization and the by-laws of the Surviving Corporation.

(f) 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.

(g) Assumption of Obligations. At the Effective Time, the Parent Corporation shall assume all of the obligations of the Subsidiary Corporation pursuant to the Massachusetts General Laws.