

J36678

ARTICLES OF MERGER
Merger Sheet

MERGING:

MOLEX COMPANY, a Florida corporation, J36678

INTO

RHB ENTERPRISES, INC., an Alabama corporation not qualified in Florida.

File date: December 30, 1996

Corporate Specialist: Joy Moon-French

J36678

HARRIS, CADDELL & SHANKS, P.C.

ATTORNEYS AT LAW

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GARY A. PHILLIPS

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December 27, 1996

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CHARLES L. MURPHREE

WRITER'S DIRECT DIAL TELEPHONE

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

VIA AIRBORNE EXPRESS

RE: Merger of Molex Company, a Florida Corporation, into RHB Enterprises, Inc., an Alabama Corporation, with RHB Enterprises, Inc. being the Surviving Corporation to the Merger and Further to Change the Surviving Corporation's Name to Molex Company, Inc.

Gentlemen:

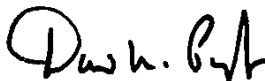
Please find enclosed the original and one copy of the merger document to merge Molex Company, a Florida corporation, into RHB Enterprises, an Alabama corporation, with RHB Enterprises, Inc., the surviving corporation, being the surviving corporation to the merger and further to change the Alabama corporation's name to Molex Company, Inc.

Please find enclosed a check in the amount of \$70.00 made payable to Florida Department of State in payment of the appropriate filing fee.

Please mark the documents as "filed" when received.

I appreciate your help and assistance in this matter.

Yours truly,



Dow M. Perry, Jr.

DMP,jr/fr
Enclosure

*Date of adoption
- D.K.
per S.P.*

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*****70.00 *****70.00



FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF MERGER OF MOLEX COMPANY,
A FLORIDA CORPORATION INTO
RHB ENTERPRISES, INC., AN ALABAMA CORPORATION**

Pursuant to the provisions of Section 10-2B-11.01, Code of Alabama 1975, as amended, and Section 607.1101 et seq. of the Florida Statute (1995), the undersigned, RHB Enterprises, Inc., an Alabama corporation and Molex Company, a Florida corporation, adopt the following Articles of Merger for the purpose of merging Molex Company, a Florida corporation, into RHB Enterprises, Inc., an Alabama corporation, with RHB Enterprises, Inc. being the surviving corporation to the merger:

FIRST: The names of the undersigned constitute corporations and the States under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State</u>
RHB Enterprises, Inc.	Alabama
Molex Company	Florida

SECOND: Both the laws of Alabama and the laws of Florida under which each such constituent corporation is organized permit such merger.

THIRD: The name of the surviving corporation is RHB Enterprises, Inc. and it is to be governed by the laws of the State of Alabama.

FOURTH: The following Plan and Agreement of Merger was approved by the shareholders of Molex Company, a Florida Corporation, in the manner prescribed by the Florida General Corporation Act, and was approved by the shareholders of RHB Enterprises, Inc., an Alabama corporation, in the manner prescribed by the Alabama Business Corporation Act. Such Plan and Agreement of Merger is as follows:

STATE OF ALABAMA)	PLAN AND
)	AGREEMENT OF MERGER
MORGAN COUNTY)	

THIS AGREEMENT of Merger, or plan of merger dated this the 27th day of December, 1996, is entered into pursuant to Section 10-2B-11.01, Code of Alabama 1975 and 607.1101 et seq. of the Florida Statutes (1995), between Molex Company, a corporation organized and existing under the laws of the State of Florida; and RHB Enterprises, Inc.,

a corporation organized and existing under the laws of the State of Alabama.

RECITALS

Both constituent corporations, Molex Company, a Florida corporation, and RHB Enterprises, Inc., an Alabama corporation, with RHB Enterprises, Inc., the surviving Alabama corporation, desire to merge into a single corporation as an "F" reorganization under Section 368(a)(1) of the Internal Revenue Code of 1986, as amended, for the sole purpose of changing the domicile of Molex Company from Florida to Alabama.

RHB Enterprises, Inc., was organized by the filing of its articles of incorporation in the office of the Probate Judge of Limestone County, Alabama on the 26th day of December, 1996, has authorized capital stock consisting of 5,000 shares of common stock of the par value of \$1.00 all of one class, amounting in the aggregate to \$5,000 of which stock 1,000 shares are issued and outstanding. The registered office of RHB Enterprises, Inc. in the State of Alabama is located at 18661 Nuclear Plant Road (P. O. Box 1151) Athens, Limestone County, Alabama 35611.

Molex Company, was organized by the filing of its Articles of Incorporation in the office of the Secretary of State of Florida on the 7th day of October, 1986. Molex Company has authorized capital stock consisting of 7,500 shares of common stock of the par value of \$1.00, all of one class, amounting in the aggregate \$7,500 of which stock 1,000 shares are issued and outstanding and which shall be converted into a like number of shares of RHB Enterprises, Inc. with the same par value, as is herein provided.

NOW, THEREFORE, KNOW ALL MEN BY THESE PRESENTS THAT:

RHB Enterprises, Inc. and Molex Company, the corporations, above, and the parties to this agreement for an in consideration of the mutual covenants, agreements, and provisions hereinafter contained, and for and in consideration of the premises and purposes therein stated, do hereby prescribe and set forth the terms, provisions and conditions of said merger and the mode and manner of carrying the same into force and effect, as follows, but subject to the rights of dissenting or objecting stockholders of each such constituent corporation:

1. NAMES OF CORPORATIONS MERGING.

Molex Company, a Florida corporation, hereby merges into RHB Enterprises, Inc., an Alabama corporation, which shall be the surviving corporation to the merger.

2. **TERMS AND CONDITIONS OF PROPOSED MERGER.**

- (a) The By-Laws of RHB Enterprises, Inc. as they exist on the effective date of this agreement shall be and remain the by-laws of the surviving corporation until the same shall be altered, amended, or repealed as is provided therein or by the certificate of incorporation thereof.
- (b) The Directors and Officers of RHB Enterprises, Inc. shall be the directors and officers of the surviving corporation and shall continue in office until the next annual meeting of stockholders and until their successors shall have been duly elected and qualified to serve as such.
- (c) This merger shall become effective upon the execution, filing and recording of this agreement as required by the laws of the State of Florida and the State of Alabama except for all accounting purposes, such merger shall be deemed effective January 1, 1997.
- (d) Assets of every kind and description of Molex Company and all debts due on any account, obligations, liabilities, responsibilities, dues, and duties of Molex Company shall be transferred to, vested in and devolve upon and become those of RHB Enterprises, Inc., without further act or deed and all property, rights, and every other right, title, claim, and interest of and against Molex Company shall effectively be the property and obligations of RHB Enterprises, Inc. as they were of Molex Company, Molex Company agrees, from time to time, as and when requested by RHB Enterprises, Inc., or its successors or assigns, to execute and deliver, or cause to be executed and delivered to RHB Enterprises, Inc. , its successors and assigns, all such deeds, writings, or other instruments and to take or cause to be taken such further and other action as RHB Enterprises, Inc. may deem necessary or desirable in order to vest in and confirm to it, the surviving corporation to this merger, title to and possession of any and all property of Molex Company 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 purpose thereof and the proper officers and directors of Molex Company and the proper officers and directors of RHB Enterprises, Inc. are fully authorized in the name of Molex Company or otherwise, to take any and all such action as may be needful or necessary therefor.
- (e) The Board of Directors of each constituent corporation, a party hereto, Molex Company and RHB Enterprises, Inc., prior to and for this plan of merger to become effective, in a regular or special meeting thereof called

for that purpose, shall approve such plan and direct that the same shall be submitted to a vote of stockholders of each such corporation, respectively, pursuant to the terms and provisions of Sections 10-2B-11.01 and 10-2B-11.03, Code of Alabama of 1975, and the appropriate section of the Florida General Corporation Act.

- (f) In accordance with requirements of the State of Florida, RHB Enterprises, Inc. hereby agrees that it may be served with process in Florida in any proceeding for the enforcement of any obligation of Molex Company; as well as for enforcement of any obligation of RHB Enterprises, Inc. arising from the merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to the relevant provisions of the Florida General Corporation Act, and RHB Enterprises, Inc. hereby irrevocably appoints the Secretary of State of Florida as its agent to accept service of process in any such suit or other proceeding; RHB Enterprises, Inc. hereby specifies that the address to which a copy of such process may be mailed to it by said Secretary of State, until it shall designate in writing a different address for such purpose, is: RHB Enterprises, Inc., P.O. Box 1151, Athens, Alabama 35612.

3. MANNER AND BASIS OF CONVERTING SHARES.

The manner and basis of converting the outstanding shares of capital stock of Molex Company, the merged corporation, and RHB Enterprises, Inc. the surviving corporation, into shares of RHB Enterprises, Inc., the surviving corporation, shall be as follows:

- (a) Each share of common stock of Molex Company which shall be outstanding on the effective date of this agreement, and all rights in respect thereto shall forthwith be changed and converted into one share of the common stock of RHB Enterprises, Inc.. No fractional shares shall be issued to any shareholder as the result of the conversion of Molex Company stock into shares of the stock of RHB Enterprises, Inc..
- (b) Forthwith upon the effective date of this agreement, each holder of an outstanding certificate representing shares of the common stock of Molex Company shall surrender the same to RHB Enterprises, Inc., and each such holder shall receive, a like number of shares of common stock of RHB Enterprises, Inc.. Until so surrendered the outstanding shares of stock of Molex Company to be converted into the stock of RHB Enterprises, Inc., may and shall be treated by RHB Enterprises, Inc., for all corporate purposes as evidencing the ownership of shares of the surviving

corporation as though said surrender and exchange had taken place.

- (c) The issued and outstanding shares of RHB Enterprises, Inc. shall remain issued and outstanding.

4. **STATEMENT OF CHANGES IN THE CERTIFICATE OF INCORPORATION OF THE SURVIVING CORPORATION.**

There shall be no changes in the certificate of incorporation of RHB Enterprises, Inc., to be effected by this merger except that Article I shall be deleted in its entirety and the following Article I shall be substituted in lieu thereof:

ARTICLE I
NAME OF CORPORATION

The name of this corporation is Molex Company, Inc.

5. **EXECUTION, ACKNOWLEDGMENT, AND FILING.**


Upon the adoption of this plan of merger on behalf of each of the constituent corporations, RHB Enterprises, Inc. and Molex Company, as provided by the laws of the State of Alabama and the laws of the State of Florida, the respective Secretaries of the corporations, shall as soon thereafter as possible file with the Secretary of State of Alabama and the Secretary of State of Florida appropriate articles of merger as required by law.

6. **TERMINATION OF MERGER AGREEMENT UNDER CERTAIN CIRCUMSTANCES.**

This agreement or plan of merger may be terminated and abandoned by action of the Board of Directors of either corporation, RHB Enterprises, Inc. or Molex Company, at any time prior to the date of the filing of this agreement, or articles of merger incorporating this agreement, with the Secretary of State of Alabama and the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties to this agreement, RHB Enterprises, Inc. and Molex Company pursuant to approval and authority duly given by resolution adopted by their respective Boards of Directors have caused these presents to be executed in quadruplicate originals for and in their respective names and steads by their Presidents and attested by the Secretary of each corporate party hereto as is indicated below.

ATTEST:



Warren A. Bennett
Its Secretary

RHB ENTERPRISES, INC.

A corporation organized and existing under the laws of the State of Alabama

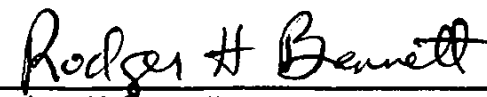
BY: 
Rodger H. Bennett
Its President

ATTEST:


Warren A. Bennett
Its Secretary

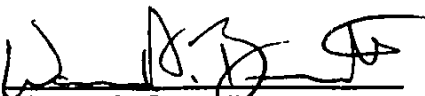
MOLEX COMPANY

A corporation organized and existing under the laws of the State of Florida

BY: 
Rodger H. Bennett
Its President

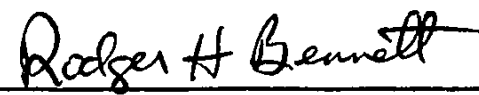
The above Agreement of Merger, having been executed on behalf of each corporate party thereto, and having been adopted separately by each such corporate party, in accordance with the provisions of the Alabama Business Corporations Act, as amended, and the Florida General Corporation Act, and certified by the Secretaries of such constituent corporations, as is indicated above, the President as is indicated hereinbelow, of each corporate party thereto, respectively, does hereby execute the said Agreement of Merger for and on behalf of such respective corporation and the Secretaries of each corporate party thereto, as is indicated below, does now respectively, hereby attest the said Agreement of Merger as the respective act, deed and agreement of each of said corporations on this the 27th day of December, 1996.

ATTEST:


Warren A. Bennett
Its Secretary

RHB ENTERPRISES, INC.

A corporation organized and existing under the laws of the State of Alabama

BY: 
Rodger H. Bennett
Its President

ATTEST:


Warren A. Bennett
Its Secretary

MOLEX COMPANY

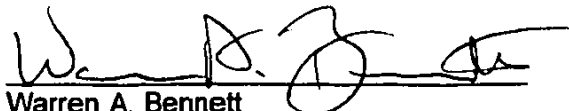
A corporation organized and existing under the laws of the State of Florida

BY: 
Rodger H. Bennett, Its President

**CERTIFICATE OF THE SECRETARY OF
MOLEX COMPANY,
A FLORIDA CORPORATION**

I, Warren A. Bennett, Secretary of Molex Company, a corporation organized and existing under the laws of the State of Florida, hereby certify, as such Secretary, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation and having also been signed on behalf of RHB Enterprises, Inc., a corporation organized and existing under the laws of the State of Alabama, by its President and attested by its Secretary, was duly adopted pursuant to the terms and provisions of the appropriate section of the Florida General Corporation Act, by unanimous written consent of the stockholders holding 1,000 shares of the common capital stock of Molex Company the same being all of the shares issued and outstanding having voting power, which Agreement of Merger was thereby adopted as the act of the stockholders of Molex Company as the duly adopted agreement and act of such corporation.

WITNESS my hand on this the 27th day of December, 1996.

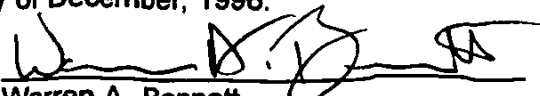


Warren A. Bennett
Molex Company, A corporation organized and
existing under the laws of the State of Florida

**CERTIFICATE OF THE SECRETARY
OF RHB ENTERPRISES, INC.
AN ALABAMA CORPORATION**

I, Warren A. Bennett, Secretary of RHB Enterprises, Inc., an Alabama corporation organized and existing under the laws of the State of Alabama hereby certify, as such Secretary, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation and having also been signed on behalf of Molex Company, a corporation organized and existing under the laws of the State of Florida, by its President and attested by its Secretary, was duly adopted pursuant to the terms and provisions of Section 10-2B-11.01, Code of Alabama of 1975, by the unanimous written consent of the stockholders holding 1,000 shares of the common capital stock of RHB Enterprises, Inc., the same being all of the shares issued and outstanding having voting power, which Agreement of Merger was thereby adopted as the act of the stockholders of RHB Enterprises, Inc. and the duly adopted agreement and act of such said corporation.

WITNESS my hand on this the 27th day of December, 1996.


Warren A. Bennett
RHB Enterprises, Inc., A corporation organized
and existing under the laws of the State of
Alabama

FIFTH: Each of the constituent corporations, RHB Enterprises, Inc., an Alabama corporation, and Molex Company, a Florida corporation, have outstanding only one class of common stock. The number of shares of such common stock outstanding are as follows:

<u>Name of Corporation</u>	<u>Shares Outstanding</u>
Molex Company	1,000
RHB Enterprises, Inc.	1,000

SIXTH: As to each of the constituent corporations, Molex Company and RHB Enterprises, Inc., the total number of shares voted for and against such Plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares</u>	
	<u>Voted For</u>	<u>Voted Against</u>
Molex Company	1,000	0
RHB Enterprises, Inc.	1,000	0

SEVENTH: RHB Enterprises, Inc., the surviving corporation is to be governed by the laws of Alabama and it hereby: (a) agrees that it may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of Molex Company as well as for the enforcement of any obligation of RHB Enterprises, Inc. arising from the merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of

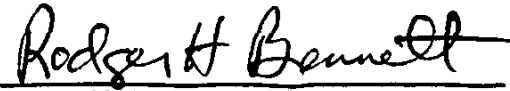
the appropriate section of the Florida General Corporation Act and (b) irrevocably appoints the Secretary of State of Florida as its agent to accept service of process in any such suit or other proceeding.

DATED December 27, 1996.

ATTEST:


Warren A. Bennett
Its Secretary

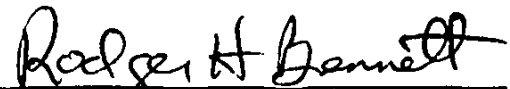
RHB Enterprises, Inc.
A corporation organized and existing under the laws of the State of Alabama

BY: 
Rodger H. Bennett
Its President

ATTEST:


Warren A. Bennett
Its Secretary

MOLEX COMPANY
A corporation organized and existing under the laws of the State of Florida

BY: 
Rodger H. Bennett
Its President

STATE OF ALABAMA)

COUNTY OF LIMESTONE)

I, the undersigned, a notary public, in and for said State, in said County, do hereby certify that on the 27th day of December, 1996, personally appeared before me Rodger H. Bennett, who, being by me first duly sworn, deposed and said that he is the President of RHB Enterprises, Inc., an Alabama corporation, that he signed the foregoing Articles of Merger of Molex Company, a Florida corporation, into RHB Enterprises, Inc., an Alabama corporation, as President of RHB Enterprises, Inc., and that the statements contained therein are true, correct and authentic.


Rodger H. Bennett,
President of RHB Enterprises, Inc.

Given under my hand and official seal this 27th day of December, 1996.

Frankie Jones Rhoden
Notary Public
My Commission Expires: 04/05/99

STATE OF ALABAMA)

COUNTY OF LIMESTONE)

I, the undersigned, a notary public, in and for said State, in said County, do hereby certify that on the 27th day of December, 1996, personally appeared before me Warren A. Bennett, who, being by me first duly sworn, deposed and said that he is the Secretary of RHB Enterprises, Inc., an Alabama corporation, that he signed the foregoing Articles of Merger of Molex Company, a Florida corporation, into RHB Enterprises, Inc., an Alabama corporation, as President of RHB Enterprises, Inc., and that the statements contained therein are true, correct and authentic.

Warren A. Bennett
Warren A. Bennett,
Secretary of RHB Enterprises, Inc.

Given under my hand and official seal this 27th day of December, 1996.

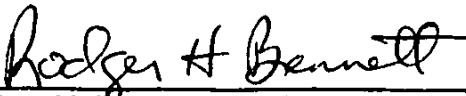
Frankie Jones Rhoden
Notary Public
My Commission Expires: 04/05/96

STATE OF ALABAMA)

COUNTY OF LIMESTONE)

I, the undersigned, a notary public, in and for said State, in said County, do hereby certify that on the 27th day of December, 1996, personally appeared before me Rodger H. Bennett, who, being by me first duly sworn, deposed and said that he is the President of Molex Company, a Florida corporation, that he signed the foregoing Articles of Merger of Molex Company, a Florida corporation, into RHB Enterprises, Inc., an Alabama corporation, as President of Molex Company, and that the statements contained therein

are true, correct and authentic.


Rodger H. Bennett, President
of Molex Company


Given under my hand and official seal this 27th day of December, 1996.


Notary Public
My Commission Expires: 04/05/96

STATE OF ALABAMA)

COUNTY OF LIMESTONE)

I, the undersigned, a notary public, in and for said State, in said County, do hereby certify that on the 27th day of December, 1996, personally appeared before me Warren A. Bennett, who, being by me first duly sworn, deposed and said that he is the Secretary of Molex Company, a Florida corporation, that he signed the foregoing Articles of Merger of Molex Company, a Florida corporation, into RHB Enterprises, Inc., an Alabama corporation, as Secretary of Molex Company, and that the statements contained therein are true, correct and authentic.


Warren A. Bennett, President
of Molex Company

Given under my hand and official seal this 27th day of December, 1996.


Notary Public
My Commission Expires: 04/05/96