

# J82611



ACCOUNT NO. : 072100000032

REFERENCE : 323751 4304990

AUTHORIZATION : *Patricia Poynt*

COST LIMIT : \$ 70.00

ORDER DATE : July 29, 1999

ORDER TIME : 10:16 AM

ORDER NO. : 323751-005

CUSTOMER NO: 4304990

CUSTOMER: Jason E. Brown, Esq  
Ropes & Gray  
One International Place

Boston, MA 02110

*Mersew*  
\*\*FILE SECOND\*\*

600002946086--6

ARTICLES OF MERGER

AMITEK CORPORATION

INTO

CENTURY ELECTRONICS  
MANUFACTURING, INC.

FILED  
99 JUL 30 PM 2:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS:

*DR*  
7/30/99

RECEIVED

99 JUL 30 AM 11:21

STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

AMITEK CORPORATION, a Florida corporation J82611  
,

INTO

**CENTURY ELECTRONICS MANUFACTURING, INC.**, a Delaware corporation  
not qualified in Florida.

File date: July 30, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 70.00

**ARTICLES OF MERGER**  
**(Profit Corporation)**

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

99 JUL 30 PM 2:58  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

Name - Century Electronics Manufacturing, Inc. Jurisdiction - Delaware

**Second:** The name and jurisdiction of the merging corporation is:

Name - Amitek Corporation Jurisdiction - 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.

**Fifth:** The Plan of Merger was adopted by the shareholders of the surviving corporation on July 30, 1999.

**Sixth:** The Plan of Merger was adopted by the shareholders of the merging corporation on July 30, 1999.

**Seventh:** Century Electronics Manufacturing, Inc.

Name: KE SAWSTROP  
Title: PRESIDENT P.C.60

Amitek Corporation

Name: Myung Ho Park  
Title: President

**Plan of Merger**  
**between**  
**Century Electronics Manufacturing, Inc.**  
**and**  
**Amitek Corporation**

The following Plan of Merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The surviving corporation is Century Electronics Manufacturing, Inc., a Delaware corporation ("Buyer").

**Second:** The merging corporation is Amitek Corporation, a Florida corporation ("Amitek").

**Third:** The Agreement and Plan of Merger ("Agreement") contemplates a transaction in which, at the Effective Time (as defined below), Amitek will be merged with and into Buyer (the "Merger") as a result of which Buyer will be the surviving corporation ("Surviving Corporation"), upon the terms and subject to the conditions set forth in the Agreement and pursuant to the General Corporation Law of the State of Delaware (the "DE Corporation Law") and the Business Corporation Act of the State of Florida (the "FL Corporation Law"). At the Effective Time, the identity and separate existence of Amitek shall cease, and the Surviving Corporation shall continue its corporate existence under the laws of the State of Delaware. Without limiting the generality of the foregoing, from and after the Effective Time, the Surviving Corporation shall possess all of the rights, privileges, powers, franchises, properties and other interests of Amitek.

"Effective Time" means the time at which the Certificate of Merger shall be duly filed in the office of the Secretary of State of the State of Delaware in accordance with Section 251 of the DE Corporation Law (or such later time as is specified in the Certificate of Merger) and the Articles of Merger shall be duly filed in the office of the Secretary of State of the State of Florida in accordance with Section 607.1105 of the FL Corporation Law, which in any event shall be as soon as practicable immediately following the Closing.

**Fourth:** At the Effective Time by virtue of the Merger and without any action on the part of the shareholders thereof:

- a. Each share of Amitek capital stock (each, an "Amitek Share" and collectively, the "Amitek Shares") issued and outstanding immediately prior to the Effective Time (other than any Amitek Shares to be canceled pursuant to paragraph (b.) below) shall be canceled and converted automatically into the right to receive the Merger Consideration (as defined below).

- b. Each Amitek Share held in the treasury of Amitek immediately prior to the Effective Time shall be canceled without any conversion thereof and no payment or distribution shall be made with respect thereto.
- c. Each share of Buyer common stock, par value \$.01 per share, issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding and shall constitute one validly issued, fully paid and nonassessable share of common stock, par value \$.01 per share, of the Surviving Corporation.

The Buyer agrees to pay to the Amitek shareholders ("Sellers") the aggregate amount of merger consideration (the "Merger Consideration") consisting of:

- i. \$5,654,000 in cash payable by wire transfer to the Sellers;
- ii. the execution and delivery to the Sellers of Buyer's Secured Promissory Notes in the aggregate principal amount of \$7,219,000; and
- iii. 2,127,548 shares of common stock, \$.01 par value per share, of the Buyer.