

# K07124

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## MERGER OR SHARE EXCHANGE

Saftronics, Inc.

Certificate of Status	0
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CLERK OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**  
**(Profit Corporations)**

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

First: The exact name, form/entity type and jurisdiction for each merging party is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Safronics Automation Systems, Inc.	California	For Profit Corporation
Safronics Integrated Systems, Inc.	Utah	For Profit Corporation
Inertia Controls, Inc.	Oregon	For Profit Corporation

**EFFECTIVE DATE**  
9-30-06

Second: The exact name, form/entity type and jurisdiction of the surviving party is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Safronics, Inc.	Florida	For Profit Corporation

Third: The attached Agreement and Plan of Merger (attached as Exhibit "A") was adopted by the Board of Directors and Sole Shareholder of Safronics, Inc. on September 21, 2006.

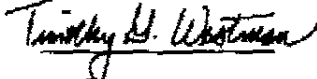
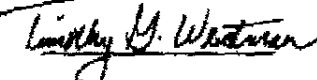


Fourth: The attached Agreement and Plan of Merger (attached as Exhibit "A") was adopted by the Boards of Directors and Sole Shareholders of Safronics Automation Systems, Inc., Safronics Integrated Systems, Inc., and Inertia Controls, Inc. on September 21, 2006.

Fifth: The merger shall become effective on September 30, 2006 at 11:56 p.m.

Sixth: The surviving party's address in its state of incorporation is 5580 Enterprise Parkway, Ft. Myers, Florida 33905.

KC-1416385-4

Seventh: Signatures for each corporation:

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed/Printed Name Individual &amp; Title</u>
Safronics, Inc., a Florida corporation		Timothy G. Westman Assistant Secretary
Safronics Automation Systems, Inc., a California corporation		Timothy G. Westman Assistant Secretary
Safronics Integrated Systems, Inc., a Utah corporation		Timothy G. Westman Assistant Secretary
Inertia Controls, Inc., an Oregon corporation		Timothy G. Westman Assistant Secretary

KC-1416385-4

EXHIBIT A  
AGREEMENT AND PLAN OF MERGER

7-5839141-03X

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made and entered into as of September 21, 2006, by and between Safronics, Inc., a Florida corporation ("Safronics"), Safronics Automation Systems, Inc., a California corporation ("SAS"), Safronics Integrated Systems, Inc., a Utah corporation ("SIS"), and Inertia Controls, Inc., a Oregon corporation ("Inertia").

WHEREAS, the parties deem it desirable that, upon the terms and subject to the conditions hereof, SAS, SIS, and Inertia merge with and into Safronics, with Safronics as the surviving corporation of such merger.

NOW, THEREFORE, in consideration of the mutual promises made herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Safronics, SAS, SIS, and Inertia agree as follows:

1. Merger. Upon the effectiveness of the filing of the necessary certificates with the Secretary of State of Florida (the "Effective Time"), SAS, SIS, and Inertia shall be merged with and into Safronics, with Safronics as the surviving entity of the merger (the "Merger").
2. Cancellation of Capital Stock. At the Effective Time, all issued and outstanding shares of capital stock, and all shares of capital stock that remain unissued, of SAS, SIS, and Inertia shall be canceled without consideration.
3. Submission to Stockholders: Filing. This Agreement and Plan of Merger shall be submitted to the stockholders of SAS, SIS, and Inertia required to vote hereon pursuant to the applicable laws of the state of Florida, California, Utah, and Oregon. If this Agreement and Plan of Merger is duly adopted and is not terminated as permitted by Section 7, the parties shall execute and cause to be filed such documents as are required by law to cause the Merger to become effective in the manner prescribed by the laws of Florida, California, Utah, and Oregon.
4. Plan of Reorganization under IRC Section 368(a)(1)(A). This Agreement and Plan of Merger constitutes a Plan of Reorganization under Internal Revenue Code Section 368(a)(1)(A) and the regulations thereunder. If this Agreement and Plan of Merger is duly approved by the boards of directors of Safronics, SAS, SIS, and Inertia and is adopted by the stockholders of Safronics, SAS, SIS, and Inertia, then the Plan of Reorganization is deemed adopted by Safronics, SAS, SIS, and Inertia.
5. Certificate of Incorporation and Bylaws. The articles of incorporation and bylaws of Safronics, the surviving corporation, shall not be changed as a result of or in connection with the Merger.
6. Assets, Liabilities, and Rights. At the Effective Time, and in accordance with applicable law, all of the assets, liabilities, rights, privileges, immunities, and franchises of Safronics, SAS, SIS, and Inertia and all property (real, personal, and mixed) of, and debts due to Safronics, SAS, SIS, and Inertia shall, for all purposes and in all respects, be

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and constitute the assets, liabilities, rights, privileges, immunities, franchises, property and debts due to Safronics as the surviving corporation.

7. Amendment and Termination. To the extent permitted by applicable law at any time prior to the Effective Time, this Agreement and Plan of Merger may be (a) amended by an agreement in writing between the boards of directors of Safronics, SAS, SIS, and Inertia, or (b) terminated by the board of directors of Safronics, SAS, SIS, or Inertia.

*[Remainder of this page left intentionally blank; signature page follows.]*

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be duly executed as of the date first written above.

SAFTRONICS, INC.

By: Timothy G. Westman  
Name: Timothy G. Westman  
Title: Assistant Secretary

SAFTRONICS AUTOMATION SYSTEMS, INC.

By: Timothy G. Westman  
Name: Timothy G. Westman  
Title: Assistant Secretary

SAFTRONICS INTEGRATED SYSTEMS, INC.

By: Timothy G. Westman  
Name: Timothy G. Westman  
Title: Assistant Secretary

INERTIA CONTROLS, INC.

By: Timothy G. Westman  
Name: Timothy G. Westman  
Title: Assistant Secretary