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Division of Corporations

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## MERGER OR SHARE EXCHANGE

C.E.W. LIGHTING, INC.

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

C.E.W. LIGHTING FLORIDA, INC., a Florida corporation, document number  
K18491

INTO

**C.E.W. LIGHTING, INC.**, a Texas entity not qualified in Florida.

File date: August 14, 2001

Corporate Specialist: Karen Gibson

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### ARTICLES OF MERGER

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), C.E.W. Lighting Florida, Inc., a Florida corporation ("Merging Corporation"), and C.E.W. Lighting, Inc., a Texas corporation ("Surviving Corporation"), hereby execute and adopt the following Articles of Merger this 13<sup>th</sup> day of August, 2001 and certify as follows:

- First:** The name and jurisdiction of the Surviving Corporation is C.E.W. Lighting, Inc., a Texas corporation.
- Second:** The name and jurisdiction of the Merging Corporation is C.E.W. Lighting Florida, Inc., a Florida corporation.
- 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 laws of the state under which the foreign corporation is incorporated permit such merger, and the foreign corporation is complying with those laws in effecting the merger.
- Sixth:** The Plan of Merger was adopted by the Board of Directors of the Surviving Corporation on August 13, 2001 and shareholder approval was not required.
- Seventh:** The Plan of Merger was adopted by the Board of Directors of the Merging Corporation on August 13, 2001 and shareholder approval was not required.
- Eighth:** The undersigned, being duly authorized to execute these Articles of Merger on behalf of the Surviving Corporation and the Merging Corporation, have caused these Articles of Merger to be executed as of the day and year first written above.

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SURVIVING CORPORATION:

C.E.W. LIGHTING, INC.

By: 

Anthony E. Abrams, Secretary

MERGING CORPORATION:

C.E.W. LIGHTING FLORIDA, INC.

By: 

Anthony E. Abrams, Secretary

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# PLAN OF MERGER

Pursuant to the provisions of Section 607.1104 of the Florida Business Corporation Act (the "Act"), and in accordance with the laws of any other applicable jurisdiction of incorporation, C.E.W. Lighting Florida, Inc., a Florida corporation ("Merging Corporation"), and C.E.W. Lighting, Inc., a Texas corporation ("Parent Corporation"), hereby adopt and submit the following Plan of Merger this 13<sup>th</sup> day of August, 2001 as follows:

1. The name and jurisdiction of the Parent Corporation is C.E.W. Lighting, Inc., a Texas corporation. The Parent Corporation owns 100% of the issued and outstanding shares of the Merging Corporation's common stock, par value \$1.00 per share (the "Common Stock"). The Common Stock is the only class of stock outstanding or authorized for issuance by the Merging Corporation.

2. The name and jurisdiction of the Merging Corporation is C.E.W. Lighting Florida, Inc., a Florida corporation.

3. The merger shall become effective upon the filing of Articles of Merger with the Florida Secretary of State and the Texas Secretary of State (the "Effective Time").

4. At the Effective Time, each issued and outstanding share of Common Stock of the Merging Corporation held by the Parent Corporation immediately prior to the Effective Time, shall, by virtue of the merger and without any action on the part of the holders thereof, be canceled and retired and shall cease to exist, and all certificates representing such shares shall be canceled, and no cash or securities or other property shall be issued in the merger in respect of such shares.

5. At the Effective Time, the separate corporate existence of Merging Corporation shall cease and Parent Corporation shall succeed to the property and assets of, and be entitled to exercise all powers and privileges of, Merging Corporation and shall assume and be liable for all of the debtors, liabilities and obligations of Merging Corporation.

6. At the Effective Time, the Articles of Incorporation of Parent Corporation shall continue in effect as the Articles of Incorporation of the surviving corporation.

7. This Plan may not be amended except by an instrument in writing executed on behalf of each of Parent Corporation and Merging Corporation.

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IN WITNESS WHEREOF, each of the Parent Corporation and Merging Corporation  
have caused this Plan to be executed on its behalf as of the day and year first written above.

PARENT CORPORATION:

C.E.W. LIGHTING, INC.

By: 

Anthony E. Abrams, Secretary

MERGING CORPORATION:

C.E.W. LIGHTING FLORIDA, INC.

By: 

Anthony E. Abrams, Secretary

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