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MERGER OR SHARE EXCHANGE

SAFELINE, INC.

EFFECTIVE DATE
12-31-04

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

SAFELINE, INC.
AND
SAFELINE AVS, INC.

INTO
SAFELINE, INC.

EFFECTIVE DATE
12-31-04

Pursuant to the provisions of the Florida Corporations Act, the undersigned corporations adopt the following articles of merger:

1. The Agreement and Plan of Merger is as follows:

Agreement and Plan of Merger dated June 11, 2004 between Safeline, Inc., a Florida corporation ("Safeline") and Safeline AVS, Inc., a Florida corporation ("AVS").

WHEREAS, each of Safeline and AVS is a wholly-owned subsidiary of Mettler-Toledo UK Holding Company; and

WHEREAS, it is in the best interests of each of Safeline and AVS that AVS be merged with and into Safeline; and

WHEREAS, the Board of Directors and shareholders of each of Safeline and AVS have approved the merger of AVS into Safeline and the adoption and entering into of the Agreement and Plan of Merger;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

1. Merger. On December 31, 2004 (the "Effective Date"), AVS shall merge with and into Safeline, and Safeline shall be the surviving corporation to such merger (sometimes herein referred to as the "Surviving Corporation"). The parties agree to file or cause to be filed all such certificates and instruments as shall be necessary or desirable to effect the merger of the companies pursuant to the laws of the State of Florida.

2. Name. The name of the Surviving Corporation shall be Safeline, Inc.

3. Certificate of Incorporation and By-Laws. The Certificate of Incorporation and By-Laws of the Surviving Corporation shall be those of Safeline.

4. Directors and Officers of the Surviving Corporation. The Directors and Officers of the Surviving Corporation shall be the directors and officers of Safeline.

5. Shares. On the Effective Date, each share of common stock of Safeline shall be deemed to be one share of common stock of the Surviving Corporation, and all shares of capital stock of AVS shall be deemed canceled.

2. The Agreement and Plan of Merger was adopted by Safeline on June 1, 2004 and by AVS on June 1, 2004 by consent in writing signed by the holders of outstanding shares of each respective corporation having not less than the minimum number of votes necessary to adopt such plan, as provided by the articles of incorporation of the respective corporations, and in accordance with Section 607.1103 of the Florida Corporations Act.

3. The merger described herein shall be effective on December 31, 2004.

Dated: June 11, 2004

Safeline, Inc.

By: James B
Name: James T. Bellerjeau
Title: Assistant Secretary

Dated: June 11, 2004

Safeline AVS, Inc.

By: James B
Name: James T. Bellerjeau
Title: Assistant Secretary

AGREEMENT AND PLAN OF MERGER

Agreement and Plan of Merger dated June 11, 2004 between Safeline, Inc., a Florida corporation ("Safeline") and Safeline AVS, Inc., a Florida corporation ("AVS").

WHEREAS, each of Safeline and AVS is a wholly-owned subsidiary of Mettler-Toledo UK Holding Company; and

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WHEREAS, the Board of Directors and shareholders of each of Safeline and AVS have approved the merger of AVS into Safeline and the adoption and entering into of this Agreement and Plan of Merger;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

1. Merger. On December 31, 2004 (the "Effective Date"), AVS shall merge with and into Safeline, and Safeline shall be the surviving corporation to such merger (sometimes herein referred to as the "Surviving Corporation"). The parties agree to file or cause to be filed all such certificates and instruments as shall be necessary or desirable to effect the merger of the companies pursuant to the laws of the State of Florida.
2. Name. The name of the Surviving Corporation shall be Safeline, Inc.
3. Certificate of Incorporation and By-Laws. The Certificate of Incorporation and By-Laws of the Surviving Corporation shall be those of Safeline.
4. Directors and Officers of the Surviving Corporation. The Directors and Officers of the Surviving Corporation shall be the directors and officers of Safeline.
5. Shares. On the Effective Date, each share of common stock of Safeline shall be deemed to be one share of common stock of the Surviving Corporation, and all shares of capital stock of AVS shall be deemed canceled.

Dated: Dec 11 2004

Safeline, Inc.

By: James B
Name: James T. Bellerjeau
Title: Assistant Secretary

Safeline AVS, Inc.

By: James B
Name: James T. Bellerjeau
Title: Assistant Secretary