

# L01856

Holland & Knight LLP  
Requester's Name  
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TALLAHASSEE, FLORIDA

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Suncoast Scientific Incorporated  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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**NEW FILINGS**

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

**OTHER FILINGS**

- ☐ Annual Report
- ☐ Fictitious Name

**AMENDMENTS**

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☒ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

07-21-00

Examiner's Initials CC

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

SUNCOAST ACQUISITION CORP., a Florida corporation, P00000059654

INTO

**SUNCOAST SCIENTIFIC INCORPORATED**, a Florida entity, L01856

File date: July 21, 2000

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER**  
**BETWEEN**  
**SUNCOAST SCIENTIFIC INCORPORATED**  
**AND**  
**SUNCOAST ACQUISITION CORP.**

**FILED**  
**00 JUL 21 PM 2:36**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

Pursuant to Sections 607.1101 and 607.1105, Florida Statutes (1999), SUNCOAST ACQUISITION CORP. (the "Merging Corporation") and SUNCOAST SCIENTIFIC INCORPORATED (the "Surviving Corporation") adopt the following Articles of Merger for the purpose of merging the Merging Corporation into the Surviving Corporation.

**ARTICLE I**  
**PLAN OF MERGER**

In accordance with Section 607.1101, Florida Statutes, the Plan of Merger between the Merging Corporation and the Surviving Corporation is attached hereto as Exhibit "A" and is hereby made a part hereof.

**ARTICLE II**  
**EFFECTIVE DATE**

The effective time and date of the merger shall be the time of filing of these Articles of Merger with the Florida Secretary of State ("Effective Date").

**ARTICLE III**  
**APPROVAL**

The shareholders of the Surviving Corporation approved this Plan of Merger on July 18, 2000 at a special meeting duly called and held. The Board of Directors and shareholders of the Merging Corporation approved this Plan of Merger on July 7, 2000. In each case, the vote in favor of the merger was sufficient to approve the merger.

These Articles of Merger may be executed in multiple counterparts, and each counterpart when taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 21<sup>st</sup> day of July, 2000.

**THE SURVIVING CORPORATION:**

SUNCOAST SCIENTIFIC INCORPORATED,  
A Florida Corporation

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**THE MERGING CORPORATION:**

SUNCOAST ACQUISITION CORP.,  
A Florida Corporation

By: Carl F. Koenemann  
Name: Carl Koenemann  
Title: Vice President

These Articles of Merger may be executed in multiple counterparts, and each counterpart when taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 21<sup>st</sup> day of July, 2000.

**THE SURVIVING CORPORATION:**

SUNCOAST SCIENTIFIC INCORPORATED,  
A Florida Corporation

By: 

Name: Larry W. Hines

Title: President

**THE MERGING CORPORATION:**

SUNCOAST ACQUISITION CORP.,  
A Florida Corporation

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

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**EXHIBIT "A"**  
**PLAN OF MERGER**  
**BETWEEN**  
**SUNCOAST SCIENTIFIC INCORPORATED**  
**AND**  
**SUNCOAST ACQUISITION CORP.**

Suncoast Scientific Incorporated, a Florida corporation, and Suncoast Acquisition Corp., a Florida corporation, hereby adopt the following Plan of Merger, dated as of July 7, 2000, pursuant to Section 607.1101 of the Florida Business Corporation Act.

- (a) The name of each of the corporations planning to merge is:
  - i) The name of the surviving corporation is Suncoast Scientific Incorporated, a Florida corporation (the "Surviving Corporation"); and
  - ii) The name of the merging corporation is Suncoast Acquisition Corp., a Florida corporation (the "Merging Corporation").
- (b) The effective time and date of the merger shall be upon the filing of Articles of Merger with the Secretary of State of the State of Florida (the "Effective Time").
- (c) The general terms and conditions of the merger are as follows:

At the Effective Time, the separate existence of the Merging Corporation shall cease and the Surviving Corporation shall ultimately succeed to all rights, privileges, immunities, powers, franchises, authority, and real and personal property of the Merging Corporation and the Surviving Corporation. The Surviving Corporation shall thereafter be responsible and liable for all obligations of the Merging Corporation and the Surviving Corporation, and neither the rights of the creditors nor any liens on the property of the Merging Corporation or the Surviving Corporation shall be impaired by the merger.
- (d) The manner and basis of converting the shares of each corporation shall be as follows:
  - i) At the Effective Time, each share of common stock of the Surviving Corporation, par value \$1.00 per share, that is issued and outstanding immediately prior to the Effective Time ("Suncoast Share") shall, by virtue of the merger and without any action on the part of the Merging Corporation or the Surviving Corporation or its shareholders, be canceled and extinguished and each such Suncoast Share shall be converted into the right to receive an allocable portion of the Merger Consideration (as defined in that certain Agreement and Plan of Merger dated as of July 7, 2000, between Motorola, Inc., Suncoast Acquisition Corp., Suncoast Scientific Incorporated and Leonard Pybus, as Holders Representative) in cash, as adjusted by certain agreed upon post-closing adjustments and payments of indemnification claims.

ii) At the Effective Time, each share of common stock of the Merging Corporation, par value \$0.01 per share, that is issued and outstanding immediately prior to the Effective Time shall, by virtue of the merger and without any further action on the part of the Merging Corporation or the Surviving Corporation, be converted automatically into and exchanged for one share of common stock of the Surviving Corporation.

(e) The articles of incorporation of the Surviving Corporation shall be amended and set forth on Schedule 1 attached hereto and shall continue in full force and effect until amended and changed under the laws of Florida.

(f) The bylaws of the Merging Corporation at the Effective Time shall become the bylaws of the Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided.

(g) The Board of Directors and officers, respectively, of the Merging Corporation immediately prior to the Effective Time shall be the Board of Directors and officers, respectively, of the Surviving Corporation, each to hold office in accordance with the Articles of Incorporation and the Bylaws of the Surviving Corporation, as amended herein.

## OFFICERS OF SURVIVING CORPORATION

<u>Name</u>	<u>Office</u>
Anthony Knapp	President
Steve Earhart	Vice President
Carl Koenemann	Vice President
Garth L. Milne	Treasurer
A. Peter Lawson	Secretary
Ray A. Dybala	Assistant Secretary
Carol Forsyte	Assistant Secretary
Don McLellan	Assistant Secretary



: **SCHEDULE 1**

**ARTICLES OF INCORPORATION  
OF  
SUNCOAST SCIENTIFIC INCORPORATED**

FIRST: The name of the corporation is: SUNCOAST SCIENTIFIC INCORPORATED

SECOND: The street address of the principal office, and, if different, the mailing address of the corporation is : 1303 East Algonquin Road, Schaumburg, IL 60196.

THIRD: The number of shares the corporation is authorized to issue is: One Thousand (1,000) with \$.01 par value.

FOURTH: The street address of the registered office of the corporation is c/o CT Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324, and the name of its initial registered agent at such address is CT Corporation System.

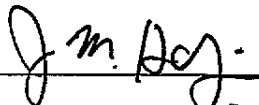
FIFTH: The names and addresses of the persons who are to serve as directors are: Steve Earhart, Garth Milne, Anthony Knapp and Carl Koenemann, 1303 East Algonquin Road, Schaumburg, IL 60196.

### **Acknowledgment of Registered Agent**

CT Corporation System is familiar with and accepts the obligations of registered agent for Suncoast Scientific Incorporated as provided for in Section 607.0505 of the Florida Statutes.

CT Corporation System

By: \_\_\_\_\_

  
James M. Halpin  
Asst. Sec.

\_\_\_\_\_  
Date

7-20-00

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