

Division of Corporations

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L98000003489

Florida Department of State

Division of Corporations

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***PLEASE CONFIRM THAT THE ARTICLES OF MERGER ARE FILED WITH YOUR OFFICE WITH AN EFFECTIVE DATE OF TODAY, DECEMBER 31, 1998. THANK YOU AND IF THERE ARE ANY PROBLEMS, PLEASE CALL ME A.S.A.P.

Atty: 424

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****SEE REVISED PARAGRAPH FIRST, SECTION D REGARDING MEMBERS. Karen L. DiDea

MERGER OR SHARE EXCHANGE

KELLY ACQUISITION LLC

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ARTICLES OF MERGER
Merger Sheet

MERGING:

KELLY ELECTRIC, INC., A FLORIDA CORPORATION, 495947

INTO

KELLY ELECTRIC LLC, a Florida entity, L98000003489

File date: December 31, 1998

Corporate Specialist: Diane Cushing

ARTICLES

OF

MERGER

OF

KELLY ELECTRIC, INC.,
a Florida corporation

WITH AND INTO

KELLY ACQUISITION LLC,
a Florida limited liability company

Pursuant to the Florida Limited Liability Company Act, KELLY ELECTRIC, INC., a Florida corporation (the "Target"), and KELLY ACQUISITION LLC, a Florida limited liability company (the "Company"), hereby certify the following for the purpose of effecting the merger of the Target with and into the Company:

FIRST: The agreement and plan of merger (the "Plan"), which has been approved, adopted, certified, executed and acknowledged by the Company, the sole member of the Company, the Target and the sole shareholder of the Target (the "Shareholder"), pursuant to the applicable provisions of Chapters 607 and 608 of the Florida Statutes, is as follows:

(1) At the Effective Time (as hereinafter defined), the Target shall be merged with and into the Company, and the Company shall be the surviving company of the Merger. The Company is hereinafter sometimes referred to as the "Surviving Company."

(2) The terms and conditions of the Merger are as follows:

(A) The Surviving Company shall continue the limited liability company existence of the Company under the laws of the State of Florida, and the Surviving Company shall possess all the rights, privileges, licenses, immunities and franchises, of a public as well as a private nature, of each of the parties to the Merger, and all property, real, personal or mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to or due to each of the parties to the Merger shall be taken and deemed to be transferred to and vested in the Surviving Company without further act or deed; and the title to any real estate, or any interest therein, vested in either party to the Merger shall not revert or be in any way impaired by reason of such Merger; and the Surviving Company shall thenceforth be responsible and liable for all of the liabilities and obligations of each party to the Merger, and any claim existing or action or proceeding by or against either party to the Merger may be prosecuted as if such Merger had not taken

place, or the Surviving Company may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either party shall be impaired by the Merger.

(B) The name of the surviving company shall be KELLY ELECTRIC LLC, effective immediately upon the Effective Time.

(C) The Articles of Organization of the Company, as in effect immediately prior to the Effective Time, shall be the Articles of Organization of the Surviving Company until thereafter amended as provided by law, provided that Article I thereof shall be deemed to be amended as follows:

"The name of the limited liability company is KELLY ELECTRIC LLC (the "Company")."

(D) The Regulations and Operating Agreement of the Company, as in effect immediately prior to the Effective Time, shall be the Regulations and Operating Agreement of the Surviving Company until thereafter amended as provided by law; and the Company shall continue to be managed by its sole member, Jembo Corporation, whose address is 22925 Industrial Drive West, St. Clair Shores, Michigan 48080.

(E) The officers, if any, of the Company immediately prior to the Effective Time shall be the officers of the Surviving Company until their successors are duly elected and qualified.

(3) The manner of converting or exchanging the shares of the Target shall be as follows:

(A) Each share of capital stock of the Target issued and outstanding immediately prior to the Effective Time ("Target Shares") shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and retired and cease to exist, and consideration shall be given or issued in exchange therefor in the form of an interest as sole member in the Surviving Company, it being understood that the sole shareholder of the Target is the sole member of the Company, both before and after the Merger.

(B) At the Effective Time, each certificate previously representing Target Shares shall be canceled and null and void.

(4) The Merger shall become effective (the "Effective Time") upon the filing these Articles of Merger with the Secretary of State of the State of Florida.

SECOND: Pursuant to the applicable provisions of Chapter 607 of the Florida Statutes, the board of directors of the Target approved the Merger by unanimous written consent dated as of December 30, 1998.

THIRD: Pursuant to the applicable provisions of Chapter 607 of the Florida Statutes, the sole shareholder of the Target approved the Merger by written consent dated as of December 30, 1998.

FOURTH: Pursuant to the applicable provisions of Chapter 608 of the Florida Statutes, the sole Member of the Company approved the Merger on behalf of the Company by a unanimous written consent dated December 30, 1998.

FIFTH: The Merger is permitted under the Florida Business Corporation Act and the Florida Limited Liability Company Act and is not prohibited by the Articles of Organization, Regulations or Operating Agreement of the Company.

SIXTH: The executed Plan shall be on file at the principal place of business of the Surviving Company.

SEVENTH: The Surviving Company has furnished a copy of the plan of merger to the sole shareholder of the Target and the sole member of the Company, such persons being one in the same entity.

IN WITNESS WHEREOF, the Target and the Company have caused these Articles of Merger to be executed as of the 31st day of December, 1998.

KELLY ELECTRIC, INC., a Florida corporation

By: Ann M. Lomas

Ann M. Lomas

As its: Secretary

KELLY ACQUISITION LLC, a Florida limited liability company

By: Jembo Corporation, a Michigan corporation

By: Ann M. Lomas

Ann M. Lomas

As its: Secretary and Treasurer

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