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MERGER OR SHARE EXCHANGE

Toptech Systems, Inc.

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Today's Date: Friday, December 15, 2006 3:48:16 PM

Comments:

Please file the attached Articles of Merger between TT Acquisition Corp. (merging corporation) and Toptech Systems, Inc. (surviving corporation). Thank you.

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TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
TT ACQUISITION CORP.,
a Florida corporation
into
TOPTECH SYSTEMS, INC.,
a Florida corporation**

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

FIRST: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Toptech Systems, Inc.	Florida	M75210

SECOND: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
TT Acquisition Corp.	Florida	P06000148869

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: Adoption of Merger by surviving corporation:

The Plan of Merger was adopted by the Board of Directors of the surviving corporation on December 1, 2006 and shareholder approval was not required.

SIXTH: Adoption of Merger by merging corporation:

The Plan of Merger was adopted by the Board of Directors of the merging corporation on December 1, 2006 and shareholder approval was not required.

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IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of this 1st day of December, 2006.

Merging Corporation:

TT ACQUISITION CORP.

By: 

Frank J. Notaro, President

Surviving Corporation:

TOPTech SYSTEMS, INC.

By: 

Name: Frank J. Notaro, Vice President

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PLAN OF MERGER
between
TT ACQUISITION CORP.,
a Florida corporation
and
TOPTECH SYSTEMS, INC.,
a Florida corporation

1. In accordance with the provisions of this Plan of Merger and the provisions of Section 607.1101 et seq. of the Florida Business Corporation Act, at the Effective Date (as defined below), TT Acquisition Corp., a Florida corporation (the "Merging Corporation"), shall be merged with and into Toptech Systems, Inc., a Florida corporation (the "Surviving Corporation"), (the "Merger"). The separate and corporate existence of the Merging Corporation shall cease, and the Surviving Corporation shall continue its corporate existence pursuant to the laws of Florida under its present name. The parties to this Plan of Merger are hereinafter collectively referred to as the "Constituent Corporations."

2. The Merger shall become effective as of the date the Articles of Merger are accepted for filing by the Florida Department of State (the "Effective Date").

3. The Surviving Corporation shall possess and retain every interest in all assets and property of the Constituent Corporations of every description. The rights, privileges, immunities, powers, franchises and authority of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

4. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Date.

5. If at any time after the Effective Date the Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan of Merger, the appropriate officers of the Surviving Corporation or the Merging Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of the Surviving Corporation, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in the Surviving Corporation, or to otherwise carry out the provisions of this Plan of Merger.

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6. The Articles of Incorporation and Bylaws of the Surviving Corporation in effect immediately prior to the Effective Date shall continue without change and shall be the Articles of Incorporation and Bylaws of the Surviving Corporation from and after the Effective Date until further amended.

7. From and after the Effective Date, each of the members of the Board of Directors and each of the officers of the Surviving Corporation shall continue in office in the same capacity until their successors are elected and qualified or until their earlier death, resignation or removal.

8. Upon the Effective Date, by virtue of the Merger and by action of the parties,

a. each share of the Merging Corporation's common shares shall be cancelled without payment of any consideration and without any conversion; and

b. each issued and outstanding common share of the Surviving Corporation shall be cancelled and a new certificate for an equal number of shares shall be issued to IDEX Corporation.

9. To the extent not expressly stated in this Plan of Merger, upon the Effective Date, hereof all of the provisions of Section 607.1106(1), Florida Statutes, describing the effect of a merger, shall be applicable.

10. The Merging Corporation and the Surviving Corporation shall cause appropriate officers to execute Articles of Merger in such form as is required by applicable law and upon such execution this Plan of Merger shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein. Thereupon, such Articles of Merger shall be delivered for filing by the Surviving Corporation to the Florida Department of State.

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