

M86327

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RECEIVED  
03 MAY 12 PM 4:52  
DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
03 MAY 12 PM 4:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C. Coulliette MAY 12 2003

**CT CORPORATION**

May 12, 2003

Secretary of State, Florida  
409 East Gaines Street  
Tallahassee FL 32399

Re: Order #: 5848836 SO  
Customer Reference 1:  
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

— E - C Apparatus Corporation (FL)  
Merger (Discontinuing Company)  
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at  
(850) 222-1092. Thank you very much for your help.

Sincerely,

Ashley A Mitchell  
Fulfillment Specialist  
Ashley\_Mitchell@cch-lis.com

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

FILE  
SECOND  
PLEASE

**ARTICLES OF MERGER**  
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Thermo Shandon Inc.</u>	<u>Pennsylvania</u>	<u></u>

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>E-C Apparatus Corporation</u>	<u>Florida</u>	<u>M86327</u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>

**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.

**OR**        /        /        (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on March 26, 2003 and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on March 26, 2003 and shareholder approval was not required.

(Attach additional sheets if necessary)

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature

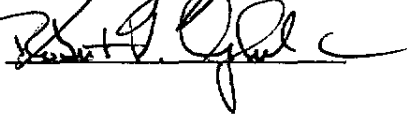
Typed or Printed Name of Individual & Title

Thermo Shandon Inc.



Mark J. Zinsky, President

E-C Apparatus Corporation



Robert V. Aghababian, Assistant Secretary

## **EXHIBIT A – PLAN OF MERGER**

\* \* \* \* \*

- I. The name and state of incorporation of the merging (non-surviving) corporation is E-C Apparatus Corporation, a Florida corporation (the “Subsidiary Corporation”).
- II. The name and state of incorporation of the surviving corporation is Thermo Shandon Inc., a Pennsylvania corporation (the “Parent Corporation”).
- III. The terms and conditions of the merger including the treatment of shares of the constituent corporations are as follows:
  - (a) The Merger. The Subsidiary Corporation will be merged with and into the Parent Corporation in accordance with this Plan of Merger and the Pennsylvania Business Corporation Law and the Florida General Corporation Act (the “Merger”).
  - (b) Effective Time of Merger. The Merger will become effective upon the filing of the Articles of Merger with the Pennsylvania Department of State (the “Effective Time”).
  - (c) Corporate Existence. From and after the Effective Time, the separate corporate existence of the Subsidiary Corporation shall cease and the Parent Corporation shall continue its corporate existence under the laws of the Commonwealth of Pennsylvania as the surviving corporation (the “Surviving Corporation”).
  - (d) Articles of Incorporation and By-laws. From and after the Effective Time, the Articles of Incorporation of the Parent Corporation, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation. From and after the Effective Time, the by-laws of the Parent Corporation, as in effect immediately prior to the Effective Time, shall be the by-laws of the Surviving Corporation.

(e) Officers and Directors. Immediately following the Effective Time, the officers and directors of the Parent Corporation immediately prior to the Effective Time shall be the officers and directors of the Surviving Corporation, each to hold office in accordance with the Articles of Incorporation and the by-laws of the Surviving Corporation.

(f) Assumption of Obligations. At the Effective Time, the Parent Corporation shall assume all of the obligations of the Subsidiary Corporation pursuant to the Pennsylvania Business Corporation Law.

IV. Treatment of Shares. At the Effective Time, all issued and outstanding shares of capital stock of the Subsidiary Corporation shall automatically and by operation of law be extinguished and cancelled without consideration and all certificates evidencing ownership of such shares shall be void and of no effect; and all issued and outstanding shares of capital stock of the Parent Corporation shall remain issued and outstanding and shall not be affected by the Merger.

$$V_e$$

Signature

Typed or Printed Name of Individual & Title

Mark J. Zinsky, President

Robert V. Aghababian, Assistant Secretary