

Division of Corporations

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P000000024234

Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

Bio-Key Acquisition Corp.

Certificate of Status	0
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Page Count	07
Estimated Charge	\$70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 MAR 30 PM 4:30

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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)
BIO-Key Acquisition Corp.	Delaware	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
Public Safety Group, Inc.	Florida	P00000024234

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 March 30, 2004

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 March 30, 2004

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

(Attach additional sheets if necessary)

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TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

BIO-Key Acquisition Corp.

ag

Michael W. DePasquale, President

Public Safety Group, Inc.

Donald C. Nagle, President

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Stages

Typed or Printed Name of Individual & Title

BIO-Key Acquisition Corp.

Michael W. DePasquale, President

Public Safety Group, Inc.

SCM

Donald C. Noble, President

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

BIO-Key Acquisition Corp.

Delaware

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Public Safety Group, Inc.

Florida

Third: The terms and conditions of the merger are as follows:

See Continuation Sheet A attached hereto and made a part hereof.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See Continuation Sheet A attached hereto and made a part hereof.

(Attach additional sheets if necessary)

Continuation Sheet A

The terms and conditions of the merger are as follows:

- (a) From and after the effective time of the merger, all of the estate, property, rights, privileges, powers, and franchises of Public Safety Group, Inc. shall become vested in and be held by BIO-Key Acquisition Corp. as fully and entirely and without change or diminution as the same were before held and enjoyed by Public Safety Group, Inc., and BIO-Key Acquisition Corp. shall assume all of the obligations of Public Safety Group, Inc.
- (b) Each share of common stock, \$0.01 par value per share, of Public Safety Group, Inc. which shall be issued and outstanding immediately prior to the effective time of the merger shall be exchanged for a right to receive:
 - that number of shares of common stock, \$0.01 par value per share, of BIO-Key International, Inc. equal to the result obtained by dividing (i) the quotient of \$3,600,000 and the average closing price on the OTC Bulletin Board of BIO-Key International, Inc. Common Stock on each trading day between February 24, 2004 and the second trading day prior to the date of filing of these Articles of Merger, by (ii) the number of shares of Public Safety Group, Inc. common stock outstanding on the date of filing of these Articles of Merger;
 - a pro rata portion of cash consideration, calculated by dividing \$500,000 by the number of shares of Public Safety Group, Inc. common stock outstanding on the date of filing of these Articles of Merger; and
 - certain other consideration as set forth in the Agreement and Plan of Merger.
- (c) From and after the effective time of the merger, the Certificate of Incorporation of BIO-Key Acquisition Corp. shall be the Certificate of Incorporation of BIO-Key Acquisition Corp. and said Certificate of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware, except that the name of BIO-Key Acquisition Corp. shall be changed to "Public Safety Group, Inc." The Bylaws of BIO-Key Acquisition Corp. as in effect prior to the merger shall continue as the Bylaws of BIO-Key Acquisition Corp.
- (d) From and after the effective time of the merger, the members of the Board of Directors and officers of BIO-Key Acquisition Corp. shall be the members of the Board of Directors and the corresponding officers of BIO-Key Acquisition Corp. immediately before the effective time of the merger.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

As of the effectiveness of the merger, the name of the surviving corporation in Delaware shall be changed to "Public Safety Group, Inc.".

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: