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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

ADVANCED PUBLIC SAFETY, INC.

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ARTICLES OF MERGER^{H05000295019} DEC 30 PM 3:25

of
CHIPS ACQUISITION CORP.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

with and into

ADVANCED PUBLIC SAFETY, INC.

Pursuant to Sections 607.1101-1106 of the Florida Business Corporation Act of the State of Florida (the "FBCA"), ADVANCED PUBLIC SAFETY, INC., a Florida corporation,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations to the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>	<u>FL. ID. No.</u>
Advanced Public Safety, Inc.	Florida	P01000053503
Chips Acquisition Corp.	Florida	P05000165574

SECOND: That the name of the surviving corporation of the merger of Chips Acquisition Corp. ("Merger Sub") with and into Advanced Public Safety, Inc. (the "Merger") is Advanced Public Safety, Inc. (the "Surviving Corporation").

THIRD: That attached hereto and made a part hereof is the Plan of Merger for merging Merger Sub with and into Surviving Corporation as approved and adopted by written consent of the sole shareholder of Merger Sub on December 30, 2005, in accordance with the provisions of Section 607.0704 of the FBCA, and as approved and adopted by written consent of the shareholders of the Surviving Corporation on December 30, 2005, in accordance with the provisions of Section 607.0704 of the FBCA.

FOURTH: That the articles of incorporation of the Surviving Corporation shall be amended and restated to read as set forth on Exhibit "A" attached hereto.

FIFTH: That the Merger shall become effective upon the filing of these Articles of Merger with the Department of State of the State of Florida.

These Articles of Merger may be executed in two or more counterparts, each of which shall constitute an original and all collectively shall constitute the same instrument.

Dated: December 30, 2005

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ADVANCED PUBLIC SAFETY, INC.

By: 
Name: Jeffrey Rubenstein
Title: President

CHIPS ACQUISITION CORP.

By: 
Name: Irwin Kwatek
Title: Vice President

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PLAN OF MERGER
OF
CHIPS ACQUISITION CORP.
AND
ADVANCED PUBLIC SAFETY, INC.

THIS PLAN OF MERGER (this "Plan of Merger"), dated as of December 30, 2005, is made by and between Chips Acquisition Corp., a Florida corporation (the "Merger Sub"), and Advanced Public Safety, Inc., a Florida corporation (the "Surviving Corporation").

This Plan of Merger is being entered into pursuant to an Agreement and Plan of Merger, dated as of December 30, 2005 (the "Merger Agreement"), by and among the Merger Sub, the Surviving Corporation, Trimble Navigation Limited, a California corporation and the parent of the Merging Corporation ("Parent"), Irving and Edyce Rubenstein Family Limited Partnership, as Entitled Holder's Agent and as Principal Shareholder, and Jeffrey Rubenstein.

The Board of Directors of each of the Merger Sub and the Surviving Corporation has adopted, and deems it advisable and in the best interests of its respective shareholders to consummate, the merger (the "Merger") of the Merger Sub with and into the Surviving Corporation.

In consideration of the mutual covenants and obligations set forth herein, and for other good and valuable consideration, and intending to be legally bound hereby, the parties hereto agree as follows:

1. This Plan of Merger was approved on December 30, 2005 by Merger Sub by resolution adopted by its Board of Directors on said date, and approved on December 30, 2005, by the Surviving Corporation by resolution adopted by its Board of Directors on said date.
2. The names of the corporations planning to merge are Chips Acquisition Corp., a Florida corporation, and Advanced Public Safety, Inc., a Florida corporation. The name of the surviving corporation into which Merger Sub plans to merge is "Advanced Public Safety, Inc."
3. The Merger shall have the effects set forth in Section 607.1106 of the Florida Business Corporation Act (the "FBCA") and shall be effective (the "Effective Time") upon the filing of articles of merger ("Articles of Merger") with the Department of State of the State of Florida.
4. Merger Sub shall, pursuant to the provisions of FBCA, be merged with and into the Surviving Corporation, which shall be the surviving corporation upon the effective date of the Merger, and which shall continue to exist as said surviving corporation under the name of "Advanced Public Safety, Inc.", pursuant to the provisions of the

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FBCA. The separate existence of Merger Sub, which is a wholly-owned subsidiary of Parent, shall cease upon the effective date of the Merger in accordance with the provisions of the FBCA.

5. Immediately after the Effective Time, the articles of incorporation of the Surviving Corporation shall be amended and restated as set forth on Exhibit A attached hereto, and such amended and restated articles of incorporation shall be the articles of incorporation of the Surviving Corporation until thereafter amended as provided by the provisions of the FBCA and such articles of incorporation.
6. Immediately after the Effective Time, the bylaws of the Surviving Corporation shall be the bylaws of Merger Sub as in effect immediately prior to the Effective Time, and such bylaws shall be the bylaws of the Surviving Corporation until thereafter amended as provided by the provisions of the FBCA and such bylaws.
7. Except as provided in paragraphs 9 and 10 hereof, as of the Effective Time, each share of common stock, par value \$.001 per share, of the Surviving Corporation issued and outstanding immediately prior to the Effective Time ("Surviving Corporation Common Stock") shall be converted into the right to receive the following: (a) \$3.38786 per share of issued and outstanding Surviving Corporation Common Stock, which amount shall be due and payable at the closing of the Merger, and (b) an amount up to \$0.49693 per share of issued and outstanding Surviving Corporation Common Stock, which maximum per share amount is being withheld by Parent to satisfy any indemnification claims by Parent and/or the parties entitled to indemnification under the Merger Agreement, and shall be paid in accordance with and subject to the terms and conditions of the Merger Agreement.
8. As of the Effective Time, each share of common stock, par value \$.01 per share, of Merger Sub issued and outstanding immediately prior to the Effective Time shall be converted into and exchanged for one validly issued, fully paid and nonassessable share of common stock of the Surviving Corporation. Each stock certificate of Merger Sub evidencing ownership of any such shares of common stock shall evidence ownership of such shares of capital stock of the Surviving Corporation.
9. "Dissenting Shares" means any shares of Surviving Corporation Common Stock issued and outstanding immediately prior to the Effective Time and held by a holder who has not voted in favor of the Merger or consented thereto in writing and who has demanded properly in writing appraisal for such shares in accordance with Section 607.1321 of the FBCA.
 - (1) Subject to clause (2) below, Dissenting Shares shall not be converted as provided in paragraph 7 above, but the holder thereof shall be entitled only to such rights as are granted by the FBCA.
 - (2) Notwithstanding the provisions of clause (1) above, if any holder of shares of Surviving Corporation Common Stock who demands appraisal of such holder's shares of Surviving Corporation

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Common Stock under the FBCA effectively withdraws or loses (through failure to perfect or otherwise) such holder's right to appraisal, then as of the Effective Time or the occurrence of such event, whichever later occurs, such holder's shares of Surviving Corporation Common Stock shall automatically be converted (without interest) as provided in paragraph 7 above upon surrender of the certificates evidencing such shares of Surviving Corporation Common Stock.

10. As of the Effective Time, all shares of Surviving Corporation Common Stock that are owned by the Surviving Corporation as treasury stock and each share of Surviving Corporation Common Stock owned by Parent or any direct or indirect wholly owned subsidiary of Parent or of Surviving Corporation immediately prior to the Effective Time shall be canceled and extinguished without any conversion thereof.
11. Immediately prior to the Effective Time, Surviving Corporation shall terminate its stock option plan, and neither the Surviving Corporation nor Parent shall assume, and the Surviving Corporation shall cancel or cause to be exercised or terminated, any and all outstanding options of Surviving Corporation.
12. This Plan of Merger herein made and approved shall be submitted to the shareholders of the Merger Sub and to the shareholders of the Surviving Corporation for their approval or rejection in the manner prescribed by the provisions of the FBCA.
13. In the event that this Plan of Merger shall have been approved by the shareholders entitled to vote of the Merger Sub and by the shareholders entitled to vote of the Surviving Corporation in the manner prescribed by the provisions of the FBCA, the Merger Sub and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.
14. The board of directors and the proper officers of the Merger Sub and the board of directors and the proper officers of the Surviving Corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any provisions of this Plan of Merger or of the Merger herein provided for.
15. This Plan of Merger may be executed in two or more counterparts, each of which shall constitute an original and all collectively shall constitute the same instrument.

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IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger on
December 30, 2005.

ADVANCED PUBLIC SAFETY, INC.

By: 
Name: Jeffrey Rubenstein
Title: President

CHIPS ACQUISITION CORP.

By: 
Name: Irwin Kwatek
Title: Vice President

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EXHIBIT "A"
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ADVANCED PUBLIC SAFETY, INC.

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**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ADVANCED PUBLIC SAFETY, INC.**

The following provisions of the Articles of Incorporation of Advanced Public Safety, Inc., a Florida corporation (the "Corporation"), filed with the Department of State on May 30, 2001, under document number P01000053503, as amended and restated on November 24, 2003, be and they are hereby, further amended and restated as shown below:

**ARTICLE I
NAME**

The name of this Corporation is: ADVANCED PUBLIC SAFETY, INC. (the "Corporation").

**ARTICLE II
PURPOSE**

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE III
SHARES**

This Corporation is authorized to issue One Thousand (1,000) shares of common stock, one tenth of one cent (\$0.001) par value.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The registered agent and the street address of the registered office of this Corporation in the State of Florida is:

CT Corporation System
1200 South Pine Island Road
Plantation, FL 33324

Prepared by: William J. Gross, Esq.
FL Bar No. 0898678
Tripp Scott, P.A.
P.O. Box 14245
Fort Lauderdale, FL 33302
(954) 525-7500

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**ARTICLE V
PRINCIPAL OFFICE/MAILING ADDRESS OF CORPORATION**

The principal office and mailing address of this Corporation is:

935 Stewart Drive
Sunnyvale, CA 94085

**ARTICLE VI
DIRECTORS/OFFICERS**

<u>Name</u>	<u>Address</u>	<u>Title(s)</u>
Steven Berglund	935 Stewart Drive Sunnyvale, CA 94085	Director, President
Mark Harrington	935 Stewart Drive Sunnyvale, CA 94085	Director, Vice President and Treasurer
Irwin Kwatek	935 Stewart Drive Sunnyvale, CA 94085	Director, Vice President and Secretary

**ARTICLE VII
INDEMNIFICATION OF DIRECTORS AND OFFICERS**

(a) The Corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.

(b) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a

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director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the court in which such action or suit was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(c) Expenses incurred in defending a civil or criminal action, suit or proceeding shall (in the case of any action, suit or proceeding against a director of the Corporation) or may (in the case of any action, suit or proceeding against an officer, trustee, employee or agent) be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board upon receipt of an undertaking by or on behalf of the indemnified person to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in this Article.

(d) The indemnification and other rights set forth in this Article VII shall not be exclusive of any provisions with respect thereto in the bylaws of the Corporation or any other contract or agreement between the Corporation and any officer, director, employee or agent of the Corporation.

(e) Neither the amendment nor repeal of this Article VII, nor the adoption of any provision of these Articles of Incorporation inconsistent with Article VII, shall eliminate or reduce the effect of this Article VII in respect of any matter occurring before such amendment, repeal or adoption of an inconsistent provision or in respect of any cause of action, suit or claim relating to any such matter which would have given rise to a right of indemnification or right to receive expenses pursuant to this Article VII if such provision had not been so amended or repealed or if a provision inconsistent therewith had not been so adopted.

(f) No director shall be personally liable to the Corporation or any stockholder for monetary damages for breach of fiduciary duty as a director; provided, however, that the foregoing shall not eliminate or limit the liability of a director:

(i) for any breach of the director's duty of loyalty to the Corporation or its stockholders;

(ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;

(iii) under Section 607.0834 of the Florida Business Corporation Act; or

(iv) for any transaction from which the director derived an improper personal benefit.

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If the Florida Business Corporation Act is amended after the date hereof to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act, as so amended.

**ARTICLE VIII
AMENDMENT**

These Articles of Incorporation may only be amended by the Board of Directors (but only to the extent permitted by the Florida Business Corporations Act) or by the vote of shareholders holding a majority of the issued and outstanding common stock of the Corporation.

**ARTICLE IX
EFFECTIVE DATE**

These Second Amended and Restated Articles of Incorporation shall be effective upon filing with the Secretary of State.

These Amended and Restated Articles of Incorporation were adopted and approved by written consent of the Shareholders of the Corporation on December 30, 2005. The number of votes cast by the Shareholders in favor of the foregoing Second Amended and Restated Articles of Incorporation was sufficient to approve the same.

IN WITNESS WHEREOF, the undersigned, being the VICE President of this Corporation, has executed these Second Amended and Restated Articles of Incorporation on December 30, 2005.

By: Irwin Kwatek
Name: IRWIN KWATEK
Title: VICE PRESIDENT

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THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, agrees to act in this capacity, and acknowledges that it is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505.

CT CORPORATION SYSTEM

By: 
Name: PETER E. SOUZA
Title: REGISTERED SECRETARY

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