

P01135

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6380

RE-SUBMIT

From:

Account Name : C T CORPORATION SYSTEM
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Email Address: BSIEGAN@ITW.COMEFFECTIVE DATE
12-31-09

**MERGER OR SHARE EXCHANGE
ILLINOIS TOOL WORKS INC.**

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

2009 DEC 22 AM 10:00

FILED



December 22, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

ILLINOIS TOOL WORKS INC.
3600 WEST LAKE AVENUE
TAX DEPT.
GLENVIEW, IL 60025-2811US

SUBJECT: ILLINOIS TOOL WORKS INC.
REF: P01135

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The articles of merger states the effective date is December 31, 2008 and the plan of merger gives an effective date of December 31, 2009. Please correct the effective date.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Teresa Brown
Regulatory Specialist II

FAX Aud. #: B09000262667
Letter Number: 409A00038898

RECEIVED
2010 JAN -4 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
(Profit Corporations)

FILED
2009 DEC 22 AM 10:00
CLERK OF STATE
TALLAHASSEE, FLORIDA

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> (If known/ applicable)	<u>EFFECTIVE DATE</u>
Illinois Tool Works Inc.	Delaware	P01135	12-31-09

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Quantum Marketing, Inc.	Florida	740610

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 12 / 31 / 09 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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 August 2, 1996 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 12/21/09.

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)

AGREEMENT OF MERGER

MERGING

**Quantum Marketing, Inc.
A Florida Corporation**

INTO

**Illinois Tool Works Inc.
A Delaware Corporation**

AGREEMENT OF MERGER, dated this 21 day of December, 2009, made by and between Quantum Marketing, Inc., a corporation organized and existing under the laws of the State of Florida (hereinafter in this agreement referred to as the "Disappearing Corporation"), and Illinois Tool Works Inc., a corporation organized and existing under and by virtue of the laws of the State of Delaware (hereinafter in this agreement referred to as the "Surviving Corporation").

WITNESSETH that:

WHEREAS the board of directors of each of said corporations, parties hereto, to the end that greater efficiency and economy in the management of the business carried on by each corporation may be accomplished and in consideration of the mutual agreements of each corporation as set forth herein, do deem it advisable and generally to the advantage and welfare of said corporations and their respective stockholders that the Disappearing Corporation be merged into the Surviving Corporation and

WHEREAS, the provisions of Section 607.1104 of the Florida Business Corporation Act and Section 253 of the General Corporation Law of the State of Delaware authorize the merger of a subsidiary corporation into a parent.

NOW, THEREFORE, the corporations, parties to this agreement, have agreed and do hereby agree as follows:

FIRST: Disappearing Corporation, organized and existing under the laws of the State of Florida, shall be and hereby is merged into Surviving Corporation, organized and existing under the laws of Delaware, and said Surviving Corporation hereby merges into itself said Disappearing Corporation; said Surviving Corporation shall be the continuing and surviving corporation and shall be governed by the General Corporation Law of Delaware.

SECOND: The manner of converting the outstanding shares of capital stock of each of the constituent corporations into the shares or other securities of the Surviving Corporation shall be as follows:

- (a) Each share of common stock of the Disappearing Corporation which shall be outstanding on the effective date of this merger shall be canceled and no longer outstanding and the Surviving Corporation shall receive no compensation for the canceled shares.

(b) The shares of the Surviving Corporation outstanding on the effective date of this merger shall not be changed or converted as a result of this merger, but shall remain outstanding as shares of the Surviving Corporation.

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

(a) The By-Laws of the Surviving Corporation as they shall exist on the effective date of this merger shall be and remain the By-Laws of the Surviving Corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of the Surviving Corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective upon filing with the Secretary of State of Delaware and the Secretary of State of Florida. However, for all accounting purposes, the effective date of the merger shall be as of 11:59 p.m. on December 31, 2009.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Disappearing Corporation, including all rights relating to the purchase of the shares of Quantum Marketing, Inc., pursuant to a Stock Purchase Agreement dated as of May 31, 2006, and the escrow agreement related thereto, shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and the Disappearing Corporation shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Disappearing Corporation respectively. The Disappearing Corporation hereby agrees from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Disappearing Corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the Disappearing Corporation and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this agreement may be abandoned by either party, by appropriate resolution of its Board of Directors at any time prior to the date of filing this Agreement or by mutual consent of the

parties by appropriate resolution of their respective Boards of Directors, at any time prior to the effective date of this merger.

FIFTH: Upon the date when this agreement shall become effective, the separate existence of Disappearing Corporation shall cease and the said Disappearing Corporation shall be merged into the Surviving Corporation in accordance with this agreement of merger.

The Surviving Corporation shall be possessed of all assets and property of every description, and every interest therein, wherever located, and the rights, privileges, immunities, powers, franchises, and authority, of a public as well as a private nature, of each of the constituent corporations, and all obligations belonging to or due to each of the constituent corporations, all of which shall be vested in the Surviving Corporation without further act or deed. Title to any real estate or any interest therein vested in any constituent corporation shall not revert or in any way be impaired by reason of such merger or consolidation;

The Surviving Corporation shall be liable for all the obligations of each constituent corporation, including liability to dissenting shareholders;

All the rights of creditors of each constituent corporation are preserved unimpaired, and all liens upon the property of any constituent corporation are preserved unimpaired, on only the property affected by such liens immediately prior to the effective date of the merger or consolidation.

IN WITNESS WHEREOF, the parties to this agreement have caused this agreement to be executed and delivered by their respective officers thereunto duly authorized, all as of the date first written above.

ILLINOIS TOOL WORKS INC.

By: James H. Wooten, Jr.
Name: James H. Wooten, Jr.
Its: Sr. Vice President & Secretary

By: Barbara G. Siegan
Name: Barbara G. Siegan
Its: Assistant Corporate Secretary

QUANTUM MARKETING, INC.

By: James H. Wooten, Jr.
Name: James H. Wooten, Jr.
Its: Vice President & Secretary

By: Barbara G. Siegan
Name: Barbara G. Siegan
Its: Assistant Secretary