

P02000105466

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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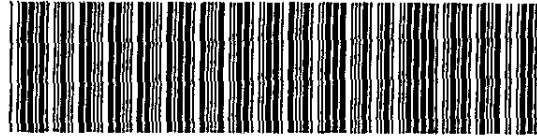
(Business Entity Name)

(Document Number)

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CLERK OF STATE
TALLAHASSEE, FLORIDA

P02000105466
2-11-05
merger
SPS

Holland+Knight

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Fax 703 720 8610

Holland & Knight LLP
1600 Tysons Boulevard
Suite 700
McLean, VA 22102-4867
www.hklaw.com

Lauri Pizzano Haught
703 720 8643
lauri.pizzanohaught@hklaw.com

January 26, 2005

VIA UPS

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Articles of Merger

Dear Sir or Madam:

Enclosed please find Articles of Merger of Imaging Sensors & Systems, Inc with and into Imaging Sensors & Systems, Inc filing with the Department of State along with the filing fee of \$70 (\$35 per party).

Please contact me at the number listed above if you have any questions.

Sincerely,
Holland & Knight LLP



Lauri Pizzano Haught
Paralegal

Enclosures

2571992_v1



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 2, 2005

HOLLAND & KNIGHT LLP
% LAURI PIZZANO HAUGHT
1600 TYSONS BLVD., SUITE 700
MCLEAN, VA 22102-4867

SUBJECT: IMAGING SENSORS AND SYSTEMS, INC.
Ref. Number: P02000105466

We have received your document for IMAGING SENSORS AND SYSTEMS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

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) 245-6916.

Carol Mustain
Document Specialist

Letter Number: 805A00007592

RECEIVED
05 FEB 11 AM 8:45
DIVISION OF CORPORATIONS

ARTICLES OF MERGER
OF
IMAGING SENSORS AND SYSTEMS, INC.
a Florida Corporation
WITH AND INTO
IMAGING SENSORS & SYSTEMS, INC.
a Delaware Corporation

The following articles of merger of Imaging Sensors and Systems, Inc., a Florida corporation, 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>
Imaging Sensors & Systems, Inc.	Delaware

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Imaging Sensors And Systems, Inc.	Florida

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SECRETARY OF STATE
ALLAHASSEE, FLORIDA

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the 31st of December 2004.

Fifth: Adoption of Merger by surviving corporation -

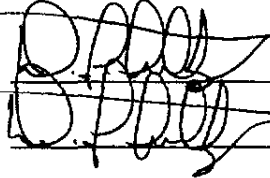
The Plan of Merger was adopted by the board of directors of the surviving corporation by a unanimous written consent in lieu of a special meeting of the board of directors, dated as of December 20, 2004, and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) -

The Plan of Merger was adopted by the board of directors of the merging corporation(s) by a unanimous written consent in lieu of a special meeting of the board of directors, dated as of December 20, 2004, and shareholder approval was not required.

Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignatureTyped or Printed Name of Individual & Title

Imaging Sensors & Systems, Inc. (DE)

Donald F. Fultz, Chief Financial Officer

Imaging Sensors and Systems, Inc (Florida)

Donald F. Fultz, Chief Financial Officer

**PLAN OF MERGER
OF
IMAGING SENSORS AND SYSTEMS, INC.
a Florida Corporation
WITH AND INTO
IMAGING SENSORS & SYSTEMS, INC.
a Delaware Corporation**

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of Florida and of Delaware, the applicable jurisdiction of incorporation for Imaging Sensors and Systems, Inc.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
Imaging Sensors & Systems, Inc.	Delaware

The name and jurisdiction of each **subsidiary** corporation:

<u>Name</u>	<u>Jurisdiction</u>
Imaging Sensors and Systems, Inc.	Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Upon the effective date of the merger all of the issued and outstanding capital stock of the merging corporation shall be surrendered by the existing shareholder (that being the surviving corporation as parent of the non-surviving corporation) of the merging corporation and cancelled by the merging corporation. Due to the fact that all of the issued and outstanding capital stock of the merging corporation is owned by the surviving corporation, no consideration shall be paid or issued therefor.

The merger is between the parent and a subsidiary corporation and the parent is the surviving corporation.

There are no shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.