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## MERGER OR SHARE EXCHANGE

DEI INTERNATIONAL, INC.

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ARTICLES OF MERGER  
MERGING  
DEI CANADA HOLDING CORP.  
WITH AND INTO  
DEI INTERNATIONAL, INC.

The following articles of merger are being submitted in accordance with section 607.1105 of the Florida Business Corporation Act (the "FBCA").

1. The name and jurisdiction of the surviving corporation are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document No.</u>
DEI International, Inc.	Florida	P05000153859

2. The name and jurisdiction of the merging corporation are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document No.</u>
DEI Canada Holding Corp.	Florida	P07000059426

3. The Plan of Merger is attached hereto as Exhibit A (the "Plan of Merger").

4. Approval of the Plan of Merger by the shareholders of the surviving corporation or the merging corporation was not required pursuant to Section 607.1104 of the FBCA.

5. The Plan of Merger was adopted by the Board of Directors of the surviving corporation on December 11, 2007.

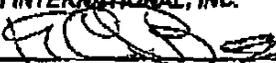
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NO. 196 P. 3

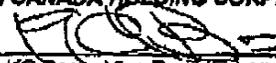
Dated: December 11, 2007

**DEI INTERNATIONAL, INC.**

By:   
KC Bean, Vice President and General Counsel

Dated: December 11, 2007

**DEI CANADA HOLDING CORP.**

By:   
KC Bean, Vice President and General Counsel

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**EXHIBIT A**

Plan of Merger

(Attached)

**PLAN OF MERGER  
MERCING  
DEI CANADA HOLDING CORP.  
WITH AND INTO  
DEI INTERNATIONAL, INC.**

This Plan of Merger has been prepared in accordance with Section 607.1104 of the Florida Business Corporation Act (the "FBCA").

1. DEI International, Inc. ("Parent"), which is a business corporation of the State of Florida and the parent corporation and owner of all of the outstanding shares of DEI Canada Holding Corp. ("DEI Canada"), which is a business corporation of the State of Florida and the subsidiary corporation of Parent, hereby merges DEI Canada into Parent, with Parent surviving the merger, pursuant to the provisions of the FBCA.

2. The separate existence of DEI Canada shall cease at the effective time and date of the merger and Parent shall continue its existence as the surviving corporation pursuant to the provisions of the FBCA.

3. The issued shares of DEI Canada shall not be converted in any manner, but each such share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.