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BUSH ROSS, P.A.

NO. 0641 Page 1/51

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**MERGER OR SHARE EXCHANGE**

Medallion Electric Acquisition Corporation

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NO. 0641 P. 2/5

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ARTICLES OF MERGER  
OF  
RELIABILITY-MEDALLION, INC.  
INTO  
MEDALLION ELECTRIC ACQUISITION CORPORATION

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\*\*\*\*\*

RELIABILITY-MEDALLION, INC., a Florida corporation ("Acquisition Corp.") and MEDALLION ELECTRIC ACQUISITION CORPORATION, a Florida corporation (the "Company"), acting in compliance with the provisions of §607.1105, Florida Statutes, hereby certify as follows:

1. An Agreement of Merger and Plan of Reorganization (the "Agreement of Merger") was approved by the board of directors and all of the shareholders of Acquisition Corp. on March 28, 2007 and the Board of Directors of the Company on March 30, 2007. Pursuant to the Agreement of Merger, Acquisition Corp. is to be merged into the Company with the Company as the surviving or resulting entity. The material-terms of the merger are set forth in the plan of merger attached hereto as Exhibit "A" and made a part hereof.

2. The merger shall be effective as of 12:01 a.m., eastern prevailing time, on April 1, 2007.

Dated: March 30, 2007

RELIABILITY-MEDALLION, INC.,  
a Florida corporation

By: Larry Edwards  
Larry Edwards, President

MEDALLION ELECTRIC ACQUISITION  
CORPORATION,  
a Florida corporation

By: Alex Katz  
Alex Katz, President

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EXHIBIT APLAN OF MERGER

THIS PLAN OF MERGER describes transactions by and among RELIABILITY INCORPORATED, a Texas corporation ("Parent"), RELIABILITY-MEDALLION, INC., a Florida corporation ("Acquisition Corp."), which is a wholly-owned subsidiary of Parent, MEDALLION ELECTRIC ACQUISITION CORPORATION, a Florida corporation (the "Company") and all of the shareholders of the Company ("Shareholders").

RECITALS:

The Board of Directors of each of Acquisition Corp., Parent and the Company have each determined that it is in the best interests of their respective corporations and stockholders for Acquisition Corp. to be merged with and into the Company (the "Merger") upon the terms and subject to the conditions set forth herein;

The Board of Directors of Acquisition Corp. and the Board of Directors of the Company has approved the Merger in accordance with the Florida Business Corporation Act (the "FBCA") and the Board of Directors of Parent also has approved the same; and

The Shareholders have approved, by written consent pursuant to the FBCA, the Agreement of Merger and Plan of Reorganization (the "Agreement of Merger") and Articles of Merger and the transactions contemplated and described hereby and thereby, including, without limitation, the Merger, and Parent, as the sole shareholder of Acquisition Corp., has approved the Agreement of Merger, the Articles of Merger and the transactions contemplated and described hereby and thereby, including, without limitation, the Merger.

1. Merger. Subject to the terms and conditions of the Agreement of Merger and the Articles of Merger, Acquisition Corp. shall be merged with and into the Company in accordance with Section 607 et seq. of the FBCA. At the Effective Time (as hereinafter defined), the separate legal existence of Acquisition Corp. shall cease, and the Company shall be the surviving corporation in the Merger (sometimes hereinafter referred to as the "Surviving Corporation") and shall continue its corporate existence under the laws of the State of Florida under the name Medallion Electric Acquisition Corporation.

2. Effective Time. The Merger shall become effective on the date and at the time the Articles of Merger are filed with the Department of State of the State of Florida. The time at which the Merger shall become effective as aforesaid is referred to hereinafter as the "Effective Time," and the filing of the Articles of Merger as set forth in the first sentence of this Section 1.2 shall occur concurrently with the closing of the transaction contemplated in the Agreement of Merger.

3. Articles of Incorporation, By-laws, Directors and Officers.

(a) The Articles of Incorporation of the Company, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving

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Corporation from and after the Effective Time until further amended in accordance with applicable law.

(b) The By-laws of the Company, as in effect immediately prior to the Effective Time, shall be the By-laws of the Surviving Corporation from and after the Effective Time until amended in accordance with applicable law, the Certificate of Incorporation and such By-laws.

(c) On and after the Effective Date, the Board of Directors of the Surviving Company shall, pending further action by the Surviving Company's shareholders, shall consist of Larry Edwards and Alex Katz. The officers of the Surviving Company shall, pending further action by the Surviving Company's Board of Directors, be identical to the officers of the Company as exists as of the Effective Date.

4. Assets and Liabilities. At the Effective Time, the Surviving Corporation shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of each of Acquisition Corp and the Company (collectively, the "Constituent Corporations"); and all the rights, privileges, powers and franchises of each of the Constituent Corporations, and all property, real, personal and mixed, and all debts due to any of the constituent corporations on whatever account, as well for stock subscriptions as all other things in action or belonging to each of the Constituent Corporations, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectively the property of the Surviving Corporation as they were of the several and respective constituent corporations, and the title to any real estate vested by deed or otherwise in either of the such Constituent Corporations shall not revert or be in any way impaired by the Merger; but all rights of creditors and all liens upon any property of any of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

5. Manner and Basis of Converting Shares.

(a) At the Effective Time:

(i) each share of common stock, par value \$.001 per share, of Acquisition Corp. that shall be outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive one (1) share of common stock, par value \$.001 per share, of the Surviving Corporation, so that at the Effective Time, Parent shall be the holder of all of the issued and outstanding shares of the Surviving Corporation;

(ii) the shares of common stock, par value \$.001 per share, of the Company (the "Company Common Stock"), which shares at the Closing will constitute all of the issued and outstanding shares of capital stock of the Company, shall, by virtue of the Merger and without any

action on the part of the holders thereof, be converted into the right to receive shares of Parent Common Stock at the rate of 585 shares of Parent Common Stock for each share Company Common Stock, for an aggregate of 2,925,000 shares of Parent Common Stock (the "Parent Shares").

(b) After the Effective Time, there shall be no further registration of transfers on the stock transfer books of the Surviving Corporation of the shares of Company Common Stock that were outstanding immediately prior to the Effective Time.

6. Counterparts. This Plan of Merger may be executed in any number of counterparts, by means of multiple signature pages each containing less than all required signatures, and by means of facsimile signatures, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: March 30, 2007

RELIABILITY-MEDALLION, INC.,  
a Florida corporation

By: Larry Edwards

Larry Edwards, President

MEDALLION ELECTRIC ACQUISITION  
CORPORATION,  
a Florida corporation

By: Alex Katz

Alex Katz, President