

P08000011542

Florida Department of State
Division of Corporations
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**MERGER OR SHARE EXCHANGE
HITACHI CABLE INDIANA, INC.**

| | |
|-----------------------|---------|
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Effective: 12-31-10

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Merger

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December 14, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

HITACHI CABLE FLORIDA, INC.
9101 ELY ROAD
PENSACOLA, FL 32514

SUBJECT: HITACHI CABLE FLORIDA, INC.
REF: P08000011542

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

12/13/10

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.

PLEASE MAKE ONLY ONE SELECTION UNDER SECTIONS FIFTH AND SIXTH OF THE ARTICLES OF MERGER REGARDING THE ADOPTION OF THE MERGER.

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) 245-6906.

Darlene Connell
Regulatory Specialist II

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE GIVE ORIGINAL SUBMISSION
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P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF MERGER

(Profit Corporations)

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) |
|-----------------------------|---------------------|--|
| HITACHI CABLE INDIANA, INC. | INDIANA | 1800020856 |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|-----------------------------|---------------------|--|
| HITACHI CABLE FLORIDA, INC. | FLORIDA | P08000011542 |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |

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 / 2010 (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.)
at 11:59 p.m. EST

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 December 8, 2010.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 December 8, 2010.

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)

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 FLORIDA

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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Hilachi Cable Indiana, Inc.

[Handwritten signature]

Takao Otsuka, President

Mitsubishi Cable Florida, Inc.

John C. O'Connell

Takao Otsuka, President

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EXHIBIT A

AGREEMENT AND PLAN OF MERGER

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Plan") is made and entered into as of December 8, 2010, by and between Hitachi Cable Florida, Inc., a Florida corporation (the "Merging Company"), and Hitachi Cable Indiana, Inc., an Indiana corporation (the "Surviving Company"), pursuant to the provisions of the Indiana Business Corporation Law and the Florida Business Corporation Act (collectively, "Applicable Law").

RECITALS

A. The Surviving Company has authority to issue 10,000 shares of common stock, without par value, of which 600 shares are outstanding.

B. The Merging Company has authority to issue 1,000 shares of common stock, without par value, of which 140 shares are outstanding.

C. The Board of Directors of the Merging Company and the Board of Directors of the Surviving Company have determined that it is advisable and in the best interests of the Surviving Company and the Merging Company (collectively, the "Constituent Companies") that the Merging Company be merged with and into the Surviving Company upon the terms and subject to the conditions set forth in this Plan, and in accordance with the Applicable Law, and have approved and adopted this Plan.

AGREEMENTS

NOW, THEREFORE, in consideration of the foregoing and for the purpose of setting forth the terms, conditions and method of effecting the merger, the parties agree as follows:

ARTICLE 1 - DESCRIPTION OF MERGER

Section 1.1 The Merger. Pursuant to the terms and provisions of this Plan and Applicable Law, the Merging Company will merge with and into the Surviving Company (the "Merger").

Section 1.2 Effective Time. The effective date and time of the Merger shall be 11:59 p.m. Eastern Standard Time on December 31, 2010 (the "Effective Time").

Section 1.3 Survival of the Merger. At the Effective Time, the separate existence of the Merging Company shall cease and the Surviving Company shall survive the Merger and continue to be an Indiana corporation.

ARTICLE 2 - EFFECT OF MERGER

Section 2.1 Articles of Incorporation. The Articles of Incorporation of the Surviving Company as existing and constituted at the Effective Time shall be the Articles of Incorporation of the Surviving Company without change or amendment, except to change the name of the Surviving Company to Hitachi Cable Automotive Products USA, Inc. (hereinafter referred to as

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the "Surviving Articles"), until later amended in accordance with the provisions of the Surviving Articles and Applicable Law.

Section 2.2 Bylaws. The Bylaws of the Surviving Company as existing and constituted at the Effective Time shall be the Bylaws of the Surviving Company without change or amendment, (hereinafter referred to as the "Surviving Bylaws") until later amended in accordance with the provisions of the Surviving Articles, the Surviving Bylaws and Applicable Law.

ARTICLE 3 - BOARD OF DIRECTORS AND OFFICERS

Section 3.1 Directors. On and after the Effective Time, the directors of the Surviving Company shall be: Takao Otsuka, Pat Houghlin, Greg Juliot, Wayne Jones, Yasuo Tachibana, Tatsuya Kojima, Akira Kaneko, and Minoru Ebisawa, each to hold office subject to the Surviving Articles, the Surviving Bylaws and Applicable Law as to the term and removal of directors.

Section 3.2 Officers. On and after the Effective Time, the officers of the Surviving Company shall be: Takao Otsuka (President), Pat Houghlin (Senior Vice President & Secretary), Greg Juliot (Vice President), Tim Muller (Assistant Secretary), and Tatsuya Kojima (Treasurer), each to hold office subject to the Surviving Articles, the Surviving Bylaws and Applicable Law as to the term and removal of officers.

ARTICLE 4 - CONVERSION OF SHARES

Section 4.1 Cancellation of Shares of Merging Company. At the Effective Time, each share of stock of the Merging Company outstanding immediately prior to the Effective Time shall, automatically and by operation of law and without other action, be canceled and shall cease to be outstanding, with no payment being made with respect thereto.

Section 4.2 Surviving Company. All the issued and outstanding shares of stock of the Surviving Company at the Effective Time shall be and remain outstanding shares of stock of the Surviving Company in accordance with their terms.

ARTICLE 5 - RIGHTS AND LIABILITIES

Section 5.1 Rights and Liabilities. From and after the Effective Time, (a) the separate existence of the Merging Company shall cease; (b) the title to all real estate and other property owned by each Constituent Company shall be vested in the Surviving Company without reversion or impairment; (c) the Surviving Company shall have all liabilities of each Constituent Company; and (d) a proceeding pending against any Constituent Company may be continued as if the Merger did not occur or the Surviving Company may be substituted in the proceeding for the Merging Company.

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ARTICLE 6 - CORPORATE ACTS

Section 6.1 Corporate Acts. From and after the Effective Time, except as otherwise provided in this Plan, all corporate acts, plans, policies, arrangements, approvals and authorizations (collectively, the "Corporate Acts") of the Merging Company, its Board of Directors, officers, employees and agents that were valid and effective immediately prior to the Effective Time shall be taken for all purposes as the Corporate Acts of the Surviving Company.

ARTICLE 7 - FURTHER DOCUMENTS

Section 7.1 Further Documents. If at any time prior to the Effective Time the Surviving Company shall consider or be advised that any further assignment, conveyance, assurance or other action is necessary or desirable to vest in the Surviving Company the title to any property or right of the Merging Company or otherwise to carry out the purposes of the Merger, the proper officers and directors of the Merging Company shall execute and make all such proper assignments or assurances and take such other actions; and the proper officers of the Surviving Company are hereby authorized, in the name and on behalf of the Merging Company or otherwise, to do any of the foregoing.

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IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Merger
as of the date first written above.

HITACHI CABLE FLORIDA, INC.

By: 
Takao Otsuka, President
"Merging Company"

HITACHI CABLE INDIANA, INC.

By: 
Takao Otsuka, President
"Surviving Company"