

P1000092019

Florida Department of State  
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MERGER OR SHARE EXCHANGE  
RUBEN ELECTRIC TECHNOLOGY, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

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*Handwritten signature and date: 11/23/10*

**ARTICLES OF MERGER**

The following Articles of Merger and 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>
Ruben Electric Technology, Inc. (formerly EGMC Elecom, Inc.)	Florida	P10000092019

SECOND: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
EGMC Elecom, Inc. (formerly Ruben Electric Technology, Inc.)	Florida	P00000089221

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.

FIFTH: Adoption of Merger by surviving corporation.

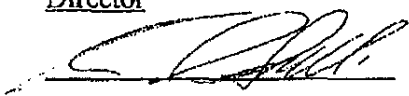
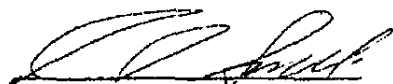
The Plan of Merger was adopted by the Board of Directors of the surviving corporation on November 12, 2010 and shareholder approval was not required.

SIXTH: Adoption of Merger by merging corporation.

The Plan of Merger was adopted by the shareholders of the merging corporation on November 23, 2010.

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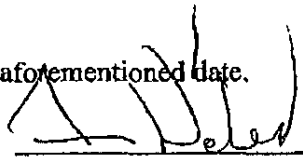
SEVENTH: Signature for Each Corporation.

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name Of Individual &amp; Title</u>
Ruben Electric Technology, Inc.		Emilio Grullon, President
EGMC Elecom, Inc.		Emilio Grullon, President

STATE OF FLORIDA            )  
   : ss  
 COUNTY OF MIAMI-DADE    )

The foregoing Articles of Merger were acknowledged before me this 22<sup>nd</sup> day of November, 2010, by Emilio Grullon, as President of EGMC Elecom, Inc. formerly Ruben Electric Technology, Inc., a Florida Corporation, on behalf of the Corporation, who is personally known to me.

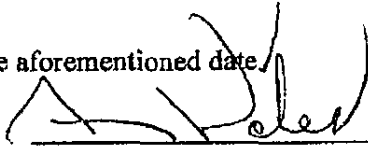
Witness my hand and seal on the aforementioned date.

  
 \_\_\_\_\_  
 Notary Public, State of Florida  
 My commission expires:

STATE OF FLORIDA            )  
   : ss  
 COUNTY OF MIAMI-DADE    )

The foregoing Articles of Merger were acknowledged before me this 22<sup>nd</sup> day of November, 2010, by Emilio Grullon, as President of Ruben Electric Technology, Inc. formerly EGMC Elecom, Inc., a Florida Corporation, on behalf of the Corporation, who is personally known to me.

Witness my hand and seal on the aforementioned date.

  
 \_\_\_\_\_  
 Notary Public, State of Florida  
 My commission expires:

**AGREEMENT AND PLAN OF MERGER/SHARE EXCHANGE**

This agreement sets forth the plan and conditions of merger between EGMC Elecom, Inc. ("EGMC") and Ruben Electric Technology, Inc. ("Ruben Electric"), both Florida corporations pursuant to which EGMC and Ruben Electric will merge.

1.0 Ruben Electric is a Florida Corporation with Federal Tax ID #65-1042482, the shareholders of which are:

<b>Shareholder:</b>	<b>Number of Shares owned:</b>
Emilio Grullon	107.5
Manuel Cuevas	107.5
Mike E. Toledo	35
Tony Well	33.335

1.1 EGMC is a Florida Corporation authorized to issue 750 shares.

**2.0 Conditions of Merger:**

(a) Ruben Electric will change its name to EGMC Elecom, Inc. and consent to EGMC acquiring the rights to the name Ruben Electric Technology, Inc. and change its name to Ruben Electric Technology, Inc.

(b) Through merger EGMC now bearing the name Ruben Electric Technology, Inc., will acquire all assets of Ruben Electric, now bearing the name EGMC, to include its Federal Tax ID #65-1042482 and assume all liabilities of the former Ruben Electric.

(c) EGMC with its name changed to Ruben Electric Technology, Inc., will be the surviving entity.

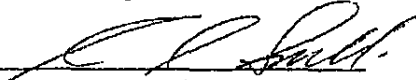
(d) The stock of EGMC now changed to Ruben Electric Technology, Inc. will, at the option of the surviving entity, be replaced by an equivalent share of stock in the surviving entity or will be paid at the rate of \$300.00 per share. The cash amount specified in this plan is without prejudice to a shareholder in the former Ruben Electric requesting appraisal rights as specified by the Florida Statutes §607.1301 through 607.1302 (a copy being attached). A dissenting shareholder must file a written objection to this plan before a vote of the shareholders of Ruben Electric is

taken, and if proper demand on Ruben Electric is made within the time prescribed by statute. In the event a shareholder requests appraisal rights, the cash amount specified in the preceding sentence shall nonetheless be paid into escrow and kept there pending resolution of the appraisal rights.

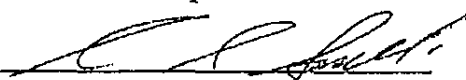
4.0 Consummation of this plan is conditioned upon ratification and acceptance of the plan pursuant to a notice sent to the shareholders of Ruben Electric Technology, Inc. and upon approval by EGMC.

DATED this 12th day of November, 2010.

EGMCELECOM, INC.,  
a Florida Corporation

By:   
Emilio Grullon, Pres.

RUBEN ELECTRIC TECHNOLOGY,  
INC., a Florida Corporation

By:   
Emilio Grullon, Pres.