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CORPDIRECT AGENTS

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Florida Department of State
Division of Corporations
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Account Name : CORPDIRECT AGENTS, INC.
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**MERGER OR SHARE EXCHANGE
DAL-TECH DEVICES, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TB 1-27-11

January 27, 2011

DAL-TECH DEVICES, INC.
9930 CLINT MOORE ROAD, D102
BOCA RATON, FL 33496

SUBJECT: DAL-TECH DEVICES, INC.
REF: P10000100575

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

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) 245-6925.

Teresa Brown
Regulatory Specialist II

FAX Aud. #: H11000019038
Letter Number: 111A00002108

PLEASE GIVE ORIGINAL SUBMISSION
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1/24/11

STATE OF FLORIDA
ARTICLES OF MERGER
by and between

Dal-Tech Devices, Inc., a New York corporation
and
Dal-Tech Devices, Inc., a Florida corporation

FILED
2011 JAN 24 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are being submitted in accordance with Section 607.1107, Florida Statutes.

FIRST: The name, principal address, jurisdiction and entity type of the merging party (the "Merging Corporation") is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Dal-Tech Devices, Inc. 500 Johnson Avenue Bohemia, New York 11716	New York	Corporation

SECOND: The exact name, principal address, jurisdiction and entity type of the surviving party (the "Surviving Corporation") is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Dal-Tech Devices, Inc. 9930 Clint Moore Road D102 Boca Raton, FL 33496	Florida	Corporation Florida Document Number: P1000100575

THIRD: The attached Agreement and Plan of Merger was adopted on January 21, 2011 by the shareholders of both the Merging Corporation and the Surviving Corporation that are parties to the merger in accordance with the applicable provisions of Chapter 607, Florida Statutes.

FOURTH: The merger is permitted under the respective laws of each applicable jurisdiction and is not prohibited by the agreement of the limited liability company or corporation that is a party to the merger.

FIFTH: The merger shall be effective as of the date the Articles of Merger are filed with the Florida Department of State.

SIXTH: The Articles of Merger comply with and were executed in accordance with the laws of the state of Florida.

Signatures on following Page

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SEVENTH: Signatures for each party.

DAL-TECH DEVICES, INC.,
a New York corporation

By: 
Jeffrey T. Galea,
President and Chief Executive Officer

DAL-TECH DEVICES, INC.,
a Florida corporation

By: 
Jeffrey T. Galea,
President and Chief Executive Officer

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Plan of Merger") is entered into among DAL-TECH DEVICES, INC., a New York corporation ("Dal-Tech NY") and DAL-TECH DEVICES, INC., a Florida corporation ("Dal-Tech FL" or the "Surviving Corporation") (Dal-Tech NY and Dal-Tech FL may be jointly referred to herein as, the "Constituent Corporations").

RECITALS:

WHEREAS, Dal-Tech NY is a corporation duly organized and existing under the laws of the State of New York with an authorized capital of 100 shares of common stock, no par value, of which one hundred (100) shares are outstanding and each share of common stock possesses certain voting rights with respect to the Merger;

WHEREAS, Dal-Tech FL is a corporation duly organized and existing under the laws of the State of Florida with an authorized capital of 1,200,000 shares, consisting of 1,000,000 shares of common stock, \$.01 par value and 200,000 shares of preferred stock, \$.01 par value of which 100,000 shares of common stock are outstanding and each share of common stock possesses certain voting rights with respect to the Merger;

WHEREAS, the shareholders and directors of Dal-Tech NY have determined that it is advisable and in the best interests of Dal-Tech NY that, subject to the terms and conditions of this Plan of Merger, Dal-Tech NY will merge with and into Dal-Tech FL, upon the terms and conditions of this Plan of Merger (the "Merger");

WHEREAS, the shareholders and directors of Dal-Tech FL have determined that the Merger is advisable and in the best interests of Dal-Tech FL and that, subject to the terms and conditions of this Plan of Merger, Dal-Tech NY will merge with and into Dal-Tech FL, upon the terms and conditions of this Plan of Merger; and

WHEREAS, the Constituent Corporations have duly adopted and approved this Plan of Merger in accordance with the provisions of the Florida Business Corporations Act (the "Act");

NOW, THEREFORE, in consideration of the premises and the mutual covenants herein contained and for other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the Constituent Corporations hereby agree as follows:

1. **Constituent Corporations.** Dal-Tech NY and Dal-Tech FL shall be parties to the Merger. The name of the Surviving Corporation shall be Dal-Tech Devices, Inc.

2. **Terms and Conditions of Merger.** At the Effective Time (as defined herein), Dal-Tech NY shall merge with and into Dal-Tech FL, the separate existence of Dal-Tech NY shall cease, and Dal-Tech FL shall continue to exist in accordance with the applicable provisions of

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the Act. The Merger shall become effective immediately upon the filing of Articles of Merger with the Department of State of the State of Florida (such date and time, the "Effective Time").

3. Effect on Capital Stock.

Cancellation of Dal-Tech NY Stock. At the Effective Time, by virtue of the Merger and without any action on the part of the Constituent Corporations, (i) each share of common stock of Dal-Tech NY that is issued and outstanding immediately prior to the Effective Time shall be cancelled and no consideration shall be issued in respect thereof; and (ii) the common stock in Dal-Tech FL outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holders thereof, remain unchanged and continue to represent in the aggregate 100% of the outstanding common stock interests in Surviving Corporation.

4. Governing Documents.

(a) Articles of Incorporation. The Articles of Incorporation of Dal-Tech FL shall be the Articles of Incorporation of the Surviving Corporation as in effect immediately prior to the Effective Time without further change or amendment until thereafter amended, in accordance with the provisions thereof and applicable law.

(b) By-laws. The By-laws of Dal-Tech FL shall be the same as the By-laws of the Surviving Corporation as in effect immediately prior to the Effective Time without change or amendment until thereafter amended, in accordance with the provisions thereof and applicable law.

5. Succession. At the Effective Time, the corporate identity, property, purposes, powers, franchises, rights and obligations of Dal-Tech NY shall be transferred to, vest in, and be merged with Dal-Tech FL, without further act or deed.

6. Amendment of Plan. This Plan of Merger may be amended by the Constituent Corporations, by action taken or authorized by their respective Boards of Directors. This Plan of Merger may not be amended (other than for correction of typographical errors) except by an instrument in writing signed on behalf of each of the Constituent Corporations.

[Signatures follow on next page]

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IN WITNESS WHEREOF, the Constituent Corporations have each caused this Plan of Merger to be signed by their respective duly authorized officers and delivered this 21st day of January, 2011.

DAL-TECH DEVICES, INC.,
a New York corporation

By: 

Jeffrey T. Galea,
President and Chief Executive Officer

DAL-TECH DEVICES, INC.,
a Florida corporation

By: 

Jeffrey T. Galea,
President and Chief Executive Officer

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