

P13936

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

METTLER-TOLEDO, INC.

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**ARTICLES OF MERGER
FOR
FLORIDA PROFIT OR NON-PROFIT CORPORATION**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Mettler-Toledo, Inc.	Delaware	Corporation
Mettler-Toledo Safeline, Inc.	Florida	Corporation

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Mettler-Toledo, Inc.	Delaware	Corporation

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State: December 31, 2007.

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SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

Mettler-Toledo, Inc.
1900 Polaris Parkway
Columbus, Ohio 43240

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss. 608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

- a) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S.:

Street Address: 6005 Benjamin Road
Tampa, Florida 33634-5145

Mailing Address: 6005 Benjamin Road
Tampa, Florida 33634-5145

- b) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss. 608.4351-608.43595.

NINTH: Signature(s) for Each Party:

<u>Name of Entity/Organization</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
Mettler-Toledo, Inc.	<i>Timothy F. Windholtz</i>	TIMOTHY F. WINDHOLTZ Vice President - Taxes
Mettler-Toledo Safeline, Inc.	<i>Michelle Proia</i>	Michelle Proia Assistant Secretary

**PLAN OF MERGER
BETWEEN
METTLER-TOLEDO, INC., A DELAWARE CORPORATION
AND
METTLER-TOLEDO SAFELINE, INC., A FLORIDA CORPORATION**

THIS PLAN OF MERGER, dated as of the 21st day of December, 2007, between METTLER-TOLEDO, INC., a Delaware corporation ("Mettler-Toledo") and METTLER-TOLEDO SAFELINE, INC., a Florida corporation ("Safeline").

WITNESSETH:

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Mettler-Toledo, Inc.	Delaware	Corporation
Mettler-Toledo Safeline, Inc.	Florida	Corporation

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Mettler-Toledo, Inc.	Delaware	Corporation

THIRD: The terms and conditions of the merger are as follows:

3.1 Certificate of Incorporation. The Certificate of Incorporation of Mettler-Toledo shall, from the time the merger becomes effective, constitute the Certificate of Incorporation of the Surviving Corporation.

3.2 By-Laws. The By-Laws of Mettler-Toledo as in effect immediately prior to the time the merger becomes effective shall be the By-Laws of the Surviving Corporation.

3.3 Directors and Officers. The Directors and Officers of Mettler-Toledo immediately prior to the time the merger becomes effective shall be the Directors and Officers of the Surviving Corporation after the time the merger becomes effective.

3.4 Service of Process. The Corporation Trust Company, whose address is 1209 Orange Street, Wilmington, Delaware 19801, is the statutory agent upon whom any process, notice or demand against either Mettler-Toledo or Safeline may be served.

3.5 Effective Date of Merger. The time the merger becomes effective shall be the close of business on December 31, 2007.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

(a) Safeline is a wholly-owned subsidiary of Mettler-Toledo

(b) Every share of common stock of Safeline outstanding at the time the merger becomes effective shall, immediately prior to the time the merger becomes effective, by virtue of the merger and without any action on the part of the holders thereof, be cancelled and retired and cease to exist, without any conversion thereof.

(c) Each share of common stock of Safeline held in Safeline treasury immediately prior to the time the merger becomes effective shall, by virtue of the merger and without any action on the part of the holder thereof, be cancelled and retired and cease to exist, without any conversion thereof.

(d) The shareholders of Mettler-Toledo immediately prior to the time the merger becomes effective shall be the shareholders of the Surviving Corporation after the time the merger becomes effective.

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

Not Applicable.

IN WITNESS WHEREOF, each of Mettler-Toledo and Safeline has caused this Plan of Merger to be signed in its respective corporate name by its officers thereunto duly authorized as of the day and year first above written.

METTLER-TOLEDO, INC.
A Delaware corporation

By: Timothy F. Windholtz
Name: TIMOTHY F. WINDHOLTZ
Its: Vice President - Taxes

METTLER-TOLEDO SAFELINE, INC.
A Florida corporation

By: Michelle M. Proia
Name: Michelle M. Proia
Its: Assistant Secretary