

Chase, Berenstein and Murray  
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March 9, 1998

**P 15563**

VIA DHL

650/548-1171  
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\*Certified Family Law Specialist  
The State Bar of California  
Board of Legal Specialization

Secretary of State  
State of Florida  
409 East Gaines St.  
Tallahassee, FL 32399

RE: Articles of Merger of Insulator Seal Incorporated Into MDC Vacuum Products Corporation

Dear Ladies and Gentlemen:

We enclose herewith the original and one copy of the Articles of Merger of Insulator Seal as the disappearing corporation into MDC Vacuum Products Corporation, the surviving corporation. We also enclose herewith our check in the sum of \$70.00 payable to the Division of Corporations for and as your statutory filing fee for the filing of Articles of Merger.

We would request that you date stamp the enclosed copy and return the same to us in the envelope which we have enclosed for your convenience.

For your convenience, the Florida corporate number assigned to Insulator Seal Incorporated is K35291 and the Florida corporate number assigned to MDC Vacuum Products Corporation is P15563.

If you have any questions at all with respect to this filing, please call the undersigned immediately.

Sincerely,

CHASE, BERENSTEIN AND MURRAY  
COUNSELORS AT LAW

*Charles E. Chase*  
Charles E. Chase

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-03/12/98-010037011  
\*\*\*\*\*70.00 \*\*\*\*\*70.00  
RECEIVED  
98 MAR 10 AM 11:24  
DIVISION OF CORPORATIONS

FILED  
98 MAR 10 AM 11:52  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE  
CEC/tmh  
Encl.  
cc: Joseph F. Brownell, CEO, MDC Vacuum Products Corporation

*CORAPMER*

*5 pages*

*Merger*

*LFJ 3-11-98*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

INSULATOR SEAL INCORPORATED, a Florida corporation (Document  
#K35291)

into

**MDC VACUUM PRODUCTS CORPORATION**, a California corporation P15563

File date: March 10, 1998

Corporate Specialist: Louise Flemming-Jackson

**ARTICLES OF MERGER  
OF  
INSULATOR SEAL INCORPORATED**  
With and Into  
**MDC VACUUM PRODUCTS CORPORATION**

FILED  
98 MAR 10 AM 11:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**INSULATOR SEAL INCORPORATED**, a Florida corporation ("Disappearing Corporation"), having its principal executive offices located at 6460 Parkland Drive, Sarasota, Florida 34243 (Florida Corporate Number K35291) is to be merged into **MDC VACUUM PRODUCTS CORPORATION**, a California corporation ("Surviving Corporation), having its principal executive offices located at 23842 Cabot Boulevard, Hayward, California 94545 (Florida Corporate Number P15563).

A. Merger Agreement And Principal Terms:

On December 15, 1996, Disappearing Corporation and Surviving Corporation entered into an Agreement To Merge **INSULATOR SEAL INCORPORATED** into **MDC VACUUM PRODUCTS CORPORATION** ("Agreement") under the laws of the State of California and the laws of the State of Florida, upon the following terms and conditions:

1. Between the date of the Agreement and the date on which the merger shall become effective, either constituent corporation shall not:

(a.) Declare or pay any distributions to its shareholders.

(b.) Except in the normal course of business and for adequate value, dispose of any of its assets.

2. If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law are necessary to vest or to perfect or to confirm of record in the Surviving Corporation the title to any property or rights of the Disappearing Corporation, or otherwise carry out the provisions hereof, the proper officers and directors of the Disappearing Corporation, as of the effective date of the merger, shall execute and deliver all proper deeds, assignments, confirmations, and assurances in law, and do all acts proper to vest, perfect, and confirm title to such property or rights in the Surviving Corporation, and otherwise carry out the provisions hereof.

3. (a.) At the effective date of the merger, each share of the common stock of Disappearing Corporation (other than shares held by Disappearing Corporation as treasury shares) shall be converted into .11792 share of common stock of Surviving Corporation.

(b.) No fractional shares of the common stock of Surviving Corporation will be issued to the holders of the common stock of Disappearing Corporation, but holders who would otherwise be entitled to receive a fraction of a share of the common stock of Surviving Corporation on the basis of the conversion provided for herein shall in lieu thereof receive a cash payment equal to the value of such fraction, based on the agreed value of the common stock of Disappearing Corporation as of the effective date of the merger.

(c.) Any shares of Disappearing Corporation held by Disappearing Corporation in its treasury on the effective date of the merger shall be surrendered to Surviving Corporation for cancellation.

4. Each holder of the shares of Disappearing Corporation shall surrender his or her shares, properly endorsed, to Surviving Corporation or its agent, and shall thereupon receive in exchange therefor a certificate or certificates representing the number of shares of Surviving Corporation into which the shares of Disappearing Corporation have been converted.

5. The presently outstanding common stock of Surviving Corporation shall remain outstanding as common stock of Surviving Corporation.

6. The present Board of Directors of Surviving Corporation shall continue to serve as the Board of Directors of Surviving Corporation until the next annual meeting or until such time as their successors have been elected and qualified.

7. The articles of Surviving Corporation, as existing on the effective date of the merger, shall continue in full force as the articles of the surviving corporation until altered, amended as provided therein, or as provided by law.

8. The bylaws of Surviving Corporation, as existing on the effective date of the merger, shall continue in full force as the bylaws of Surviving Corporation until altered, amended, or repealed as provided therein or as provided by law.

9. Disappearing Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.

10. An executed counterpart of this Agreement of Merger and officers' certificates of each of the constituent corporations shall be filed in the office of the California Secretary of State and in the office of the Florida Secretary of State together with such other forms or certificates as may be required by the laws of California and Florida. The merger shall become effective on that filing.

**B. Director And Shareholder Approval:**

1. The Board of Directors of Disappearing Corporation on December 29, 1997 by way of unanimous written consent approved the Agreement and adopted the plan of merger. The shareholders of Disappearing Corporation on December 30, 1997 by way of unanimous written consent approved the Agreement and adopted the plan of merger.

2. The Board of Directors of Surviving Corporation on December 29, 1997 by way of unanimous written consent approved the Agreement and adopted the plan of merger. The shareholders of Surviving Corporation on December 30, 1997 by way of unanimous written consent approved the Agreement and adopted the plan of merger.

**C. Effective Date of Merger:**

1. The merger shall become effective upon the filing of the Agreement of Merger and officer's certificates in the office of the Secretary of State of the State of California, and the filing of Articles of Merger in the office of the Secretary of State of the State of Florida. The aforementioned Agreement of Merger and officer's certificates were filed in the office of the Secretary of State of the State of California on February 13, 1998.

**IN WITNESS WHEREOF**, the undersigned officers have executed these Articles of Merger this 9<sup>th</sup>. day of March, 1998, at Burlingame, California.


***SURVIVING CORPORATION:***

**MDC VACUUM PRODUCTS  
CORPORATION**, a California corporation

By   
Charles E. Chase, its Secretary

***DISAPPEARING CORPORATION:***

**INSULATOR SEAL INCORPORATED**, a  
Florida corporation

By   
Charles E. Chase, its Secretary