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Division of Corporations
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RE-SUBMIT

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**MERGER OR SHARE EXCHANGE
SV MICROWAVE, INC.**

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Merger

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850-817-8381 11/17/2015 11:44:23 AM PAGE 1/001 Fax Server



November 17, 2015

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SV MICROWAVE, INC.
2400 CENTREPARK WEST DRIVE
SUITE 100
WEST PALM BEACH, FL 33409

SUBJECT: SV MICROWAVE, INC.
REF: P92000002067

RE-SUBMIT

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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.

Articles of Merger is required to be filed along with the Plan of Merger. Please entitle your document Articles And Plan Of Merger.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

FAX Aud. #: H15000273078
Letter Number: 715A00024233

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2015 NOV 16 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
(Profit Corporation)

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 of the surviving corporation is SV Microwave, Inc., a Florida corporation.

SECOND: The name of the corporation being merged into the surviving corporation is SV Microwave Technologies, Inc., a Delaware corporation.

THIRD: The Plan of Merger is attached.

FOURTH: The Merger shall be effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: The Plan of Merger was adopted by the shareholders of the surviving corporation on October 30, 2015.

SIXTH: The Plan of Merger was adopted by the shareholders of the merging corporation on October 30, 2015.

IN WITNESS WHEREOF, SV Microwave, Inc. and SV Microwave Technologies, Inc. have caused these Articles of Merger to be signed on this 30th day of October, 2015.

SV MICROWAVE, INC.

By: Edward C. Wetmore
Edward C. Wetmore, Secretary

SV MICROWAVE TECHNOLOGIES,
INC.

By: Edward C. Wetmore
Edward C. Wetmore, Secretary

PLAN OF MERGER
TO MERGE
SV MICROWAVE TECHNOLOGIES, INC.
(a Delaware corporation)

INTO
SV MICROWAVE, INC.
(a Florida corporation)

PLAN OF MERGER entered into as of October 30, 2015 by **SV MICROWAVE TECHNOLOGIES, INC.**, a Delaware corporation, and approved by resolution adopted by its Board of Directors on said date, and by **SV MICROWAVE, INC.**, a Delaware corporation, and approved by resolution adopted by its Board of Directors on said date.

WHEREAS, SV Microwave Technologies, Inc. is a corporation formed under the laws of the State of Delaware, with an office located at 2400 Centrepark West Drive, Suite 100, West Palm Beach, FL 33409; and

WHEREAS, SV Microwave, Inc. is a corporation formed under the laws of the State of Florida, with an office located at 2400 Centrepark West Drive, Suite 100, West Palm Beach, FL 33409; and

WHEREAS, SV Microwave Technologies, Inc. and SV Microwave, Inc. and the respective Boards of Directors thereof declare it advisable and to the advantage, welfare, and best interests of said companies and their respective shareholders to merge SV Microwave Technologies, Inc. with and into SV Microwave, Inc. pursuant to the provisions of the laws of the States of Delaware and Florida upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by SV Microwave Technologies, Inc. and approved by a resolution adopted by its Sole Shareholder and Board of Directors, being thereunto duly entered into by SV Microwave, Inc. and approved by a resolution adopted by its Sole Shareholder and Board of Directors, the Plan and Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter set forth.

1. SV Microwave Technologies, Inc. and SV Microwave, Inc. shall, pursuant to the provisions of the laws of the States of Delaware and of Florida, be merged with and into a single corporation, to wit, SV Microwave, Inc., a Florida corporation, which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "Surviving Company," and which shall continue to exist as said Surviving Company under the name SV Microwave, Inc. pursuant to the provisions of the laws of the State of Florida. The separate existence of SV Microwave Technologies, Inc., which is sometimes hereinafter referred to as the "Terminating Company," shall cease at said effective time in accordance with the provisions of the laws of the State of Delaware.

2. The Certificate of Incorporation of the Surviving Company as in force and effect in the State of Florida at the effective time of the merger herein provided for shall continue to be the Certificate of Incorporation of said Surviving Company until further amended and changed pursuant to the provisions of the laws of the State of Florida.

3. The directors and officers of the Surviving Company at the effective time of the merger shall be the first directors and officers of the Surviving Company, all of whom shall hold their offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the governing documents of the Surviving Company.

4. The shares of capital stock in the Terminating Company shall be deemed converted into shares of capital stock in the Surviving Company at the effective time of the merger. Following the merger, Amphenol Corporation will own 100% of the capital stock of the surviving company, SV Microwave, Inc.

5. In the event that this Plan of Merger shall have been fully approved and adopted on behalf of the Surviving Company and on behalf of the Terminating Company in accordance with the provisions of the laws of the States of Delaware and of Florida, the Surviving Company and the Terminating Company agree that they will cause to be executed, filed and recorded any document or documents prescribed by the laws of the States of Delaware and Florida, and that they will cause to be performed all necessary acts within the States of Delaware and Florida, and elsewhere, to effectuate the merger herein provided for.

6. SV Microwave, Inc., as the Surviving Company, shall agree to be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Terminating Company, and shall be responsible for the payment of all fees and franchise taxes of the Terminating Company and will be obligated to pay such fees and franchise taxes if the same are not timely paid.

7. The Board of Directors and the proper officers of the Terminating Company and of the Surviving Company are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger or of the merger herein provided for, and empower and direct others to do the same.

8. The effective time of this Plan and Agreement of Merger, and the time at which the merger herein agreed upon shall become effective in both the States of Delaware and of Florida, shall be upon the filing, by the Surviving Company, of the later of the Certificate of Merger with the proper office in the State of Delaware or of the Articles of Merger in the proper office in the State of Florida.

9. This Agreement is on file in the offices of the Surviving Company at 2400 Centrepark West Drive, Suite 100, West Palm Beach, FL 33409 and with Edward C. Wetmore, Secretary and General Counsel, c/o Amphenol Corporation Headquarters, 358 Hall Avenue, Wallingford, CT 06492.


IN WITNESS WHEREOF, this Plan of Merger is hereby executed upon behalf of each of the constituent companies which are parties thereto.

Dated: as of October 30, 2015

SV MICROWAVE TECHNOLOGIES, INC.


By: 

R. Adam Norwitt
Director


By: 

Craig A. Lampo
Director

SV MICROWAVE, INC.

By: 

R. Adam Norwitt
Director

By: 

Craig A. Lampo
Director

Signatures continued on next page...

11/17/2015 1:50:07 PM From: To: 8506176380(7/7)

CERTIFICATE OF SECRETARY OF SV MICROWAVE TECHNOLOGIES, INC.

The undersigned, being the Secretary of SV Microwave Technologies, Inc., does hereby certify that written consent has been given to the adoption of the foregoing Plan of Merger by the sole holder of all of the shares of capital stock of said company, in accordance with the provisions of the laws of the State of Delaware.

Dated: as of October 30, 2015

Edward C. Wetmore

Edward C. Wetmore
Secretary of SV Microwave Technologies, Inc.

CERTIFICATE OF SECRETARY OF SV MICROWAVE, INC.

The undersigned, being the Secretary of SV Microwave, Inc., does hereby certify that written consent has been given to the adoption of the foregoing Plan and Agreement of Merger by the sole holder of all of the shares of capital stock of said company, in accordance with the provisions of the laws of the State of Florida.

Dated: as of October 30, 2015

Edward C. Wetmore

Edward C. Wetmore
Secretary of SV Microwave, Inc.