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P93000038635

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

10/15/97-01069-008
*****70.00 *****70.00

Gultronics USA, Inc. Merger

- Profit
- NonProfit
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- Foreign
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF CORPORATION

P93000038635

ARTICLES OF MERGER
Merger Sheet

MERGING:

GALTRONICS USA, INC., a Florida corporation P93000038635

INTO

GALTRONICS USA, INC., corporation not qualified in Florida.

File date: October 15, 1997

Corporate Specialist: Annette Hogan

DOMESTIC CORPORATION AND FOREIGN CORPORATION

ARTICLES OF MERGER

The undersigned corporations, pursuant to Section 607.11 of the Florida Business Corporation Act hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

| Name of corporation | State/country of incorporation |
|----------------------|--------------------------------|
| GALTRONICS USA, INC. | Georgia |
| GALTRONICS USA, INC. | Florida |

SECOND: The laws of the state or country under which such foreign corporation is organized permit such merger and such foreign corporation is complying with those laws in effecting the merger.

THIRD: The foreign corporation is the surviving Corporation of the merger and complies with Section 607.1105 F.S.; and the domestic corporation complies with the applicable provisions of Sections 607.1101 - 607.1104 F.

FOURTH: The plan of merger is attached hereto as Exhibit A and incorporated by reference herein.

FIFTH: The manner and basis of converting shares of each corporation is as set forth in the plan of merger attached hereto as Exhibit A, and there are no rights to acquire shares, obligations, or other securities of the surviving corporation.

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TALLAHASSEE, FLORIDA

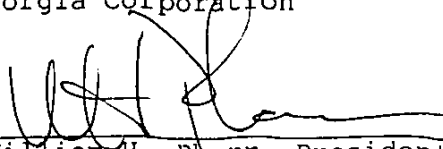
SIXTH: The effective date of the certificate of merger shall be the date on which the articles of merger are filed.

SEVENTH: The plan of merger was adopted by the shareholders of GALTRONICS USA, INC., a Florida corporation, on the 16th day of July, 1997 and was adopted by the shareholders of GALTRONICS USA, INC., a Georgia corporation, on the 16th day of July, 1997.

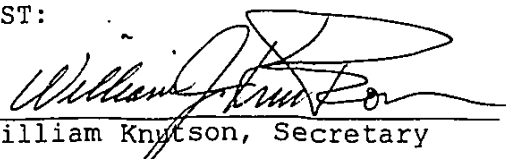
Signed this 3rd day of Oct, 1997,
1997.

Surviving Corporation:

GALTRONICS USA, INC.
a Georgia Corporation

By: 
William H. Pharr, President

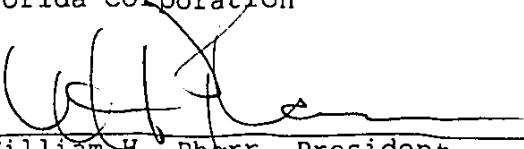
ATTEST:

BY: 
William Knutson, Secretary

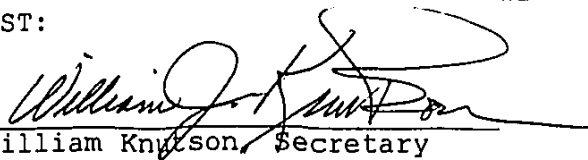
[CORPORATE SEAL]

Non-Surviving Corporation:

GALTRONICS USA, INC.
a Florida Corporation

By: 
William H. Pharr, President

ATTEST:

BY: 
William Knutson, Secretary

[CORPORATE SEAL]

EXHIBIT " A "

AGREEMENT AND PLAN OF MERGER OF
GALTRONICS USA, INC., A FLORIDA CORPORATION
WITH AND INTO
GALTRONICS USA, INC., A GEORGIA CORPORATION

This Agreement and Plan of Merger (the "Agreement") is made and entered into this 16th day of July, 1997 by and between GALTRONICS USA, INC., a Georgia corporation ("GALTRONICS, GEORGIA"), and GALTRONICS USA, INC., a Florida corporation ("GALTRONICS, FLORIDA") (GALTRONICS, FLORIDA and GALTRONICS, GEORGIA being hereinafter sometimes collectively referred to as the "Constituent Corporations").

W I T N E S S E T H:

WHEREAS, GALTRONICS, GEORGIA is a corporation organized under the laws of the State of Georgia with its principal office therein located at 525 Calhoun Drive, Athens-Clarke County, Georgia 30608-0265;

WHEREAS, GALTRONICS, GEORGIA has authorized capital stock consisting of: 1,000 shares of common stock, \$.01 par value, ("GALTRONICS, GEORGIA Common Stock"), of which 100 shares are issued and outstanding, and 900 shares are held in the treasury;

WHEREAS, GALTRONICS, FLORIDA is a corporation organized under the laws of the State of Florida with its principal office therein located at 1200 South Pine Island Road, Plantation, Florida 33324;

WHEREAS, GALTRONICS, FLORIDA has authorized capital stock consisting of 1,000 shares of common stock, \$.01 par value ("GALTRONICS, FLORIDA Common Stock"), of which 100 shares are issued and outstanding;

WHEREAS, the laws of the State of Georgia permit a merger of the Constituent Corporations;

WHEREAS, the Boards of Directors of each of the Constituent Corporations have determined that it is advisable and for the benefit of each of the Constituent Corporations and their respective shareholders that GALTRONICS, FLORIDA be merged with and into GALTRONICS, GEORGIA on the terms and conditions hereinafter set forth, and by resolutions duly adopted have adopted the terms and conditions of this Agreement; and directed that the proposed merger be submitted to the shareholders of GALTRONICS, FLORIDA and GALTRONICS, GEORGIA and recommended to such shareholders approval of the terms and conditions hereinafter set forth;

NOW, THEREFORE, for and in consideration of the premises and of the mutual agreements, promises and covenants contained herein, it is agreed by and between the parties hereto, subject to the conditions hereinafter set forth and in accordance with the Georgia Business Corporation Code (the "Code"), that GALTRONICS, FLORIDA shall be and hereby is, at the Effective Date (as hereinafter defined), merged with and into GALTRONICS, GEORGIA (GALTRONICS, GEORGIA subsequent to such merger being hereinafter sometimes referred to as the "Surviving Corporation"), with the corporate existence of the Surviving Corporation to be continued under the name "GALTRONICS USA, INC.," a Georgia corporation, and that the terms and conditions of the merger hereby agreed upon, the mode of

carrying the same into effect, and the manner of converting shares are and shall be as follows:

Section 1.
Merger

1.1 On the Effective Date, GALTRONICS, FLORIDA shall be merged with and into GALTRONICS, GEORGIA, and GALTRONICS, GEORGIA shall continue in existence and the merger shall in all respects have the effect provided for in Section 14-2-1106 of the Georgia Business Corporation Code.

1.2 Without limiting the foregoing, on and after the Effective Date, the separate existence of GALTRONICS, FLORIDA shall cease, and, in accordance with the terms of this Agreement, the title to all real estate and other property owned by each of the Constituent Corporations shall be vested in the Surviving Corporation without reversion or impairment; the Surviving Corporation shall have all liabilities of each of the Constituent Corporations; and any proceeding pending against any Constituent Corporation may be continued as if the merger did not occur or the Surviving Corporation may be substituted in its place.

1.3 Prior to and from and after the Effective Date, the Constituent Corporations shall take all such action as shall be necessary or appropriate in order to effectuate the merger. If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other actions are necessary, appropriate or desirable to vest in said corporation, according to the terms hereof, the title to any property or rights of GALTRONICS, FLORIDA, the last acting officers of GALTRONICS, FLORIDA, or the corresponding officers of the Surviving Corporation, shall and will execute and make all such proper assignments and assurances and take all action necessary and proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement.

Section 2.
Terms of Transaction

2.1 Upon the Effective Date:

(a) Each share of GALTRONICS, FLORIDA Common Stock issued and outstanding immediately prior to the Effective Date shall, by virtue of the merger and without any action on the part of the holder thereof, thereupon be canceled and retired and cease to exist without any conversion thereof.

(b) Each share of GALTRONICS, FLORIDA Common Stock held in the treasury of GALTRONICS, FLORIDA immediately prior to the Effective Date of the merger shall by virtue of the merger and without any action on the part of the holder thereof, be canceled and retired and cease to exist without any conversion thereof.

(c) Each share of GALTRONICS, GEORGIA Common Stock outstanding and owned of record by its shareholders immediately prior to the Effective

Date shall continue to represent one issued share of Common Stock of the Surviving Corporation.

2.2 After the Effective Date, each holder of an outstanding certificate or certificates which immediately prior thereto represented shares of GALTRONICS, FLORIDA Common Stock will immediately surrender such certificate or certificates.

Section 3.
Directors and Officers

The persons who are directors and officers of GALTRONICS, GEORGIA immediately prior to the Effective Date shall continue as the directors and officers of the Surviving Corporation and shall continue to hold office as provided in the bylaws of the Surviving Corporation.

Section 4.
Articles of Incorporation and Bylaws

4.1 From and after the Effective Date, the Articles of Incorporation of GALTRONICS, GEORGIA, as in effect at such date, shall be the Articles of Incorporation of the Surviving Corporation and shall continue in effect until the same shall be altered, amended or repealed as therein provided or as provided by law.

4.2 From and after the Effective Date, the bylaws of GALTRONICS, GEORGIA, in effect at such date, shall be the bylaws of the Surviving Corporation and shall continue in effect until the same shall be altered, amended or repealed as therein provided or as provided by law.

Section 5.
Shareholder Approval, Effectiveness of Merger

This Agreement shall be submitted for approval to the shareholders of GALTRONICS, FLORIDA and GALTRONICS, GEORGIA as provided by the Code. If this Agreement is duly authorized and adopted by the requisite vote or written consents of such shareholders and is not terminated and abandoned pursuant to the provisions of Section 6 hereof, this Agreement shall be executed, and this Agreement, and Articles or Certificate of Merger incorporating the terms of this Agreement, shall be filed and recorded in accordance with the laws of the State of Georgia as soon as practicable after the last approval by such shareholders. The Board of Directors and the proper officers of the Constituent Corporations are 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 Agreement or of the merger herein provided for. The merger shall become effective on August 8, 1997 (said date is herein referred to as the "Effective Date").

Section 6.
Termination

At any time prior to the filing of the Articles or Certificate of Merger by the Secretary of State of Georgia, the Board of Directors of

GALTRONICS, FLORIDA or GALTRONICS, GEORGIA may terminate and abandon this Agreement, notwithstanding favorable action on the merger by the shareholders of either such corporation or earlier approval by the Boards of Directors of such corporations. Without limiting the generality of the foregoing, the Board of Directors of GALTRONICS, FLORIDA or GALTRONICS, GEORGIA may terminate and abandon this Agreement at any time prior to such filing, if more than fifty percent (50%) of the holders of shares of GALTRONICS, FLORIDA or more than fifty percent (50%) of the holders of shares of GALTRONICS, GEORGIA exercise their dissenters' rights pursuant to Article 13 of the Code in connection with the merger.


Section 7.
Miscellaneous

7.1 This Agreement may be executed in counterparts, each of which when so executed shall be deemed to be an original and all of which together shall constitute one and the same agreement.

7.2 This Agreement and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Georgia.

IN WITNESS WHEREOF, the Constituent Corporations have each caused this Agreement to be executed, their respective corporate seals to be affixed and the foregoing attested, all by their respective duly authorized officers, as of the date hereinabove first written.

GALTRONICS USA, INC.
a Florida corporation

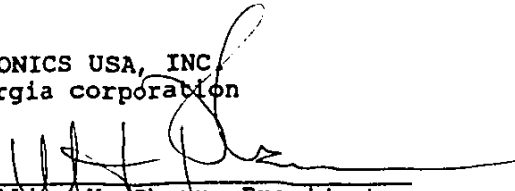
By: 
William H. Pharr, President

ATTEST:

By: 
William Knutson, Secretary

[CORPORATE SEAL]

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