

Florida Department of State
Division of Corporations
Public Access System

EFFECTIVE DATE

12-31-07

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H07000295640 3)))



H070002956403ABC0

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5926

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2007 DEC 10 PM 9:57

MERGER OR SHARE EXCHANGE

Sensata Technologies Maryland, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

Help

<https://efile.sunbiz.org/scripts/efilcovr.exe>

12/11/07
meyer

RECEIVED
2007 DEC 10 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2007 DEC 10 PM 9:57

ARTICLES OF MERGER
(Profit Corporations)

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 and jurisdiction of the surviving corporation:

EFFECTIVE DATE

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
Sensata Technologies Maryland, Inc.	Delaware	12-31-07

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
ED & D Inc.	Florida	

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 12 / 31 / 2007 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 7, 2007

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.



Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
Sonata Technologies Maryland, Inc.		Thomas Wroc, President
ED & D Inc.		Thomas Wroc, President

12/10/2007 12:10 8508785926

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is made as of December 7, 2007, by and between ED & D Inc., a Florida corporation ("ED&D"), and Sensata Technologies Maryland, Inc., a Delaware corporation ("STMI").

WITNESSETH THAT:

WHEREAS, the parties desire that ED&D be merged with and into STMI, with STMI as the surviving corporation, pursuant to the laws of the Florida Business Corporation Act and the State of Delaware.

NOW, THEREFORE, in consideration of the foregoing and the mutual benefits to be derived from this Agreement, the parties hereby agree upon the following terms and conditions of merger:

1. ED&D shall be merged with and into STMI, and STMI shall be the surviving corporation of the merger. The effective date of the merger (the "Effective Date") shall be December 31, 2007 with the Secretary of the State of Florida and with the Secretary of the State of Delaware. The parties intend for the merger to qualify under Section 368(a)(1)(F) of the Internal Revenue Code, as amended.
2. The Certificate of Incorporation, including the corporate purposes and authorized capital stock, and the By-Laws, directors and officers of the surviving corporation shall be those of STMI as of the Effective Date.
3. Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of ED&D shall be transferred to, vested in and devolve upon STMI without further act or deed, and all property, rights and every other interest of ED&D shall be as effectively the property of STMI as they were of ED&D. ED&D shall from time to time, as and when requested by STMI or by its successors or assigns, execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken all such further or other action as STMI may deem necessary or desirable in order to vest in and confirm to STMI title to and possession of any property acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof, and the proper officers and directors of ED&D and STMI are fully authorized in the name of ED&D or otherwise to take any and all such action.
4. On the Effective Date, each share of Common Stock of ED&D outstanding on the Effective Date shall be automatically cancelled without any further action.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be signed on their behalf by their duly authorized representatives all as of the date first written above.

Disappearing Corporation:

ED & D INC.,
a Florida corporation


Thomas Wroe, President

Surviving Corporation:

SENSATA TECHNOLOGIES MARYLAND, INC.,
a Delaware corporation


Thomas Wroe, President

[SIGNATURE PAGE TO AGREEMENT AND PLAN OF MERGER OF ED&D INTO STMI]