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CORPORATION SERVICE COMPANY

NO 663

PP 1031

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MERGER OR SHARE EXCHANGE

UNAXIS USA INC.

Certificate of Status	0
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Mergers  
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JUN. 18. 2004 3:00PM

CORPORATION SVC CO

NO. 663 P. 2

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FLORIDA  
ARTICLES OF MERGER  
MERGING  
ESEC (USA) INC. INTO UNAXIS USA INC.

To the Secretary of State  
State of Florida

EFFECTIVE DATE  
7-1-04

Pursuant to the provisions of the Florida Business Corporation Act, ESEC (USA) Inc., ("ESEC") a corporation organized and existing under the laws of the State of Arizona, and Unaxis USA Inc. ("Unaxis"), a corporation organized under the laws of the State of Florida, do hereby submit the following Articles of Merger.

FIRST: This document is submitted for the purpose of merging ESEC with and into Unaxis, pursuant to an Agreement and Plan of Merger dated June 15, 2004 (a true and correct copy of which is attached hereto) by and among Unaxis USA Holding Inc., a Delaware corporation, Unaxis, ESEC and Unaxis Holding AG, a Swiss company. As of the Effective Date, ESEC will be merged with and into Unaxis, and Unaxis will continue as the surviving entity of the merger (the "Surviving Entity").

SECOND: That the proposed merger has been adopted, approved, certified, executed and acknowledged by the Board of Directors of Unaxis on June 15, 2004 in accordance with the laws of the State of Florida.

THIRD: That the proposed merger has been adopted, approved, certified, executed and acknowledged by Unaxis USA Holding Inc., as sole shareholder of Unaxis on June 15, 2004 in accordance with the laws of the State of Florida.

FOURTH: That the proposed merger has been adopted, approved, certified, executed and acknowledged by the Board of Directors of ESEC on June 15, 2004 in accordance with the laws of the State of Arizona.

FIFTH: That the proposed merger has been adopted, approved, certified, executed and acknowledged by Unaxis Holding AG, a Swiss company, as the sole shareholder of ESEC on June 15, 2004 in accordance with the laws of the State of Arizona.

SIXTH: That the proposed merger shall become effective at 12:01 am, Eastern Standard Time, on July 1, 2004 (the "Effective Date").

SEVENTH: That attached hereto as Exhibit A is a true and correct copy of the Agreement and Plan of Merger.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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CORPORATION SVC CO

NO. 663 P. 3

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IN WITNESS WHEREOF, these Articles of Merger have been executed as of this 15<sup>th</sup>  
day of June 2004.

Unaxis USA Inc.

By: Merrill Druggs  
Merrill Druggs  
Corporate Secretary

ESEC (USA) Inc.

By: Merrill Druggs  
Merrill Druggs  
Corporate Secretary

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**EXHIBIT A****AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger (the "Plan") is made as of June 15, 2004 by and among Unaxis USA Holding Inc., a Delaware corporation ("Holding"), Unaxis USA Inc., a Florida corporation ("Unaxis"), ESEC (USA) Inc., an Arizona corporation ("ESEC") and Unaxis Holding AG, a Swiss company ("Holding AG"), in accordance with Sections 67.1101 and 67.1107 of the Florida Business Corporation Act ("FBCA") and Sections 10-1107 and 10-1101 of the Arizona Revised Statutes.

WHEREAS, ESEC desires to merge with and into Unaxis (the "Merger").

NOW, THEREFORE, in consideration of the agreements herein contained and intending to be legally bound, the parties hereto agree as follows:

1. The Merger. At the Effective Time (as defined below), ESEC shall be merged with and into Unaxis, and Unaxis shall continue as the surviving entity of the Merger in its present name (the "Surviving Entity"). At the Effective Time, the separate corporate existence of ESEC shall cease, and the Surviving Entity shall possess all rights, powers, privileges, immunities and franchises of ESEC and all property, real, personal, and mixed, and all debts due ESEC on whatever account, and all debts, liabilities, and duties of ESEC.
2. Certificate of Incorporation and Bylaws. The Certificate of Incorporation and the Bylaws of Unaxis in effect immediately prior to the Effective Time shall be the Certificate of Incorporation and Bylaws of the Surviving Entity.
3. Officers and Directors. The officers and the directors of Unaxis in office immediately prior to the Effective Time shall remain in the same capacity as officers and directors of the Surviving Entity, until their successors have been duly elected and qualified.
4. Cancellation and Continuance of Shares.
  - a. Holding. At the Effective Time, seven (7) shares of voting (Class A) common stock of Holding shall be issued and transferred to Holding AG, the sole shareholder of ESEC.
  - b. Unaxis. At the Effective Time, each issued and outstanding share of Unaxis shall, by virtue of the Merger and without any action on the part of the holder thereof, continue as the same such share of the Surviving Entity having the same designations, preferences, limitations and rights as such share of Unaxis immediately prior to the Merger.
  - c. ESEC. At the Effective Time, each then issued and outstanding share of capital stock of ESEC (3000 outstanding common shares) shall be surrendered by Holding AG, be cancelled, and be exchanged for seven (7) shares of voting (Class A) common stock of Holding.

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5. Approval. The Board of Directors of Holding, the Board of Directors of Unaxis, Holding, as sole shareholder of Unaxis, the Board of Directors of ESEC, and Holding AG, as sole shareholder of ESEC shall approve this Plan in the manner required by the Delaware General Corporation Law, the FBCA and the Arizona Revised Statutes and each respective corporation's articles and bylaws.

6. Effective Time. Upon approval of this Plan as provided in Paragraph 5 herein, the parties hereto shall promptly prepare and present for filing Articles of Merger in accordance with Section 607.1105 of the FBCA and Section 10-1105 of the Arizona Revised Statutes. The Merger shall become effective at 12:01 am, Eastern Standard Time, on July 1, 2004 (such time being referred to herein as the "Effective Time").

7. Termination. This Plan may be terminated and the Merger abandoned at any time prior to the date of filing of the Articles of Merger by mutual consent of the Boards of Directors of Holding, Unaxis, ESEC, and Holding AG, respectively.

8. Further Action. Holding, Unaxis, ESEC and Holding AG each agree to take whatever corporate action that may be necessary or desirable to consummate the Merger.

9. Authorization. The Boards of Directors and the proper officers of Unaxis, ESEC, Holding, and Holding AG, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute and deliver, file and/or 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 or of the merger herein provided for.