

P94000088939

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

ELECTRO-ETCH CIRCUITS, INC., a California corp. not qualified in FL

INTO

TYCO PRINTED CIRCUIT GROUP INC., a Florida corporation, P94000088939.

File date: October 8, 1997

Corporate Specialist: Susan Payne

Document Number Only

C T Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City

State

Zip

Phone

CORPORATION(S) NAME

700002314977--9

-10/08/97--01048--026

*****70.00 *****70.00

Electro - Etch Circuits, Inc.

Merged into:

Type Printed Circuit Group Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -8 PM 12:18

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
ELECTRO-ETCH CIRCUITS, INC.
(Subsidiary Corporation)**

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DIVISION OF CORPORATIONS
97 OCT -8 PM 12:18

**INTO
TYCO PRINTED CIRCUIT GROUP INC.
(Parent Corporation)**

Pursuant to Section 607.1104 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: Tyco Printed Circuit Group Inc. is a corporation organized under the laws of the State of Florida, owning at least 80 percent of the shares of Electro-Etch Circuits, Inc., a corporation organized under the laws of the State of California (the "Merging Corporation").

SECOND: The following plan of merger, dated October 6, 1997, was adopted by the board of directors of Tyco Printed Circuit Group Inc. ("TPCG") on October 6, 1997:

1. That the Merging Corporation shall be merged with and into TPCG (the "Merger").
2. That TPCG shall be the surviving corporation (the "Surviving Corporation") in the Merger.
3. That the Merger shall be effective as of October 8, 1997 (the "Effective Time") upon the filing of a Certificate of Ownership with the filing of Articles of Merger with the Secretary of State of Florida pursuant to the requirements of Section 607.1104 of the Florida Business Corporation Act.
4. That the Restated Articles of Incorporation of TPCG in effect immediately prior to the Effective Time shall be the Restated Articles of Incorporation of the Surviving Corporation.
5. That the By-Laws of TPCG in effect immediately prior to the Effective Time shall be the By-Laws of the Surviving Corporation.
6. That the directors of TPCG immediately prior to the Effective Time shall be the directors of the Surviving Corporation, and the officers of TPCG immediately prior to the Effective Time shall be the officers of the Surviving Corporation.

7. That each share of capital stock of the Merging Corporation issued and outstanding immediately prior to the Effective Time shall be canceled and cease to exist without any consideration being payable therefor.
8. That at the Effective Time, TPCG shall possess all the rights, privileges, immunities, power and purposes of the Merging Corporation, and shall by operation of law assume and be liable for all the liabilities, obligations and penalties of the Merging Corporation.

THIRD: The plan of merger was not required to be approved by the shareholders of the Merging Corporation or TPCG in accordance with Section 607.1104 of the Florida Business Corporation Act.

Signed this 6th day of October, 1997.

TYCO PRINTED CIRCUIT GROUP INC.

By: 

Name: J. Brad McGee

Title: Vice President

ELECTRO-ETCH CIRCUITS, INC.

By: 

Name: John J. Guarnieri

Title: Vice President

P94000088939

Document Number Only

C T Corporation System
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, FL 32301
City State Zip Phone

CORPORATION(S) NAME

800002314979--3
-10/08/97--01048--027
*****70.00 *****70.00

Kundahl Astro Circuits, Inc.
merged into:
Tyco Printed Circuit Group Inc.

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DIVISION OF CORPORATIONS
97 OCT -8 PM 12:09

- | | | |
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| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
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| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
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TALLAHASSEE, FL 32304

**ARTICLES OF MERGER
Merger Sheet**

MERGING: -----

LUNDAHL ASTRO CIRCUITS, INC., a Utah corp. not qualified in Florida

INTO

TYCO PRINTED CIRCUIT GROUP INC., a Florida corporation, P94000088939.

File date: October 8, 1997

Corporate Specialist: Susan Payne

**ARTICLES OF MERGER
OF**

**LUNDAHL ASTRO CIRCUITS, INC.
(Subsidiary Corporation)**

INTO

**TYCO PRINTED CIRCUIT GROUP INC.
(Parent Corporation)**

**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -8 PM 12:09**

Pursuant to Section 607.1104 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: Tyco Printed Circuit Group Inc. is a corporation organized under the laws of the State of Florida, owning at least 80 percent of the shares of Lundahl Astro Circuits, Inc., a corporation organized under the laws of the State of Utah (the "Merging Corporation").

SECOND: The following plan of merger, dated October 6, 1997, was adopted by the board of directors of Tyco Printed Circuit Group Inc. ("TPCG") on October 6, 1997:

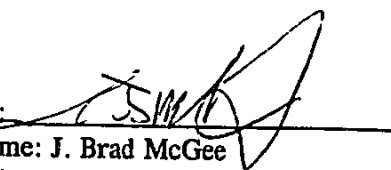
1. That the Merging Corporation shall be merged with and into TPCG (the "Merger").
2. That TPCG shall be the surviving corporation (the "Surviving Corporation") in the Merger.
3. That the Merger shall be effective as of October 8, 1997 (the "Effective Time") upon the filing of Articles of Merger with the Secretary of State of Florida pursuant to the requirements of Section 607.1104 of the Florida Business Corporation Act.
4. That the Restated Articles of Incorporation of TPCG in effect immediately prior to the Effective Time shall be the Restated Articles of Incorporation of the Surviving Corporation.
5. That the By-Laws of TPCG in effect immediately prior to the Effective Time shall be the By-Laws of the Surviving Corporation.
6. That the directors of TPCG immediately prior to the Effective Time shall be the directors of the Surviving Corporation, and the officers of TPCG immediately prior to the Effective Time shall be the officers of the Surviving Corporation.

7. That each share of capital stock of the Merging Corporation issued and outstanding immediately prior to the Effective Time shall be canceled and cease to exist without any consideration being payable therefor.
8. That at the Effective Time, TPCG shall possess all the rights, privileges, immunities, power and purposes of the Merging Corporation, and shall by operation of law assume and be liable for all the liabilities, obligations and penalties of the Merging Corporation.

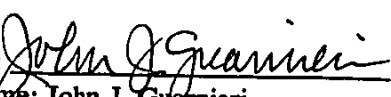
THIRD: The plan of merger was not required to be approved by the shareholders of the Merging Corporation or TPCG in accordance with Section 607.1104 of the Florida Business Corporation Act.

Signed this 6th day of October, 1997.

TYCO PRINTED CIRCUIT GROUP INC.

By: 
Name: J. Brad McGee
Title: Vice President

LUNDAHL ASTRO CIRCUITS, INC.

By: 
Name: John J. Guarneri
Title: Vice President