

P 9500000053

**BORRE, PETERSON, FOWLER & REENS, P. C.**  
ATTORNEYS AT LAW  
44 LAMYETTE, N. E.  
P. O. BOX 1767  
GRAND RAPIDS, MICHIGAN 49501-1767

OFFICE USE ONLY

FILED  
94 DEC 28 11:10 AM  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

EFFECTIVE DATE  
1-1-95

300001364918  
-12/28/94--01112--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in     Pick up time \_\_\_\_\_     Certified Copy
- Mail out     Will wait     Photocopy     Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

51  
1-3

Mr. Peterson Secretary  
GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT corp. address.  
DATE 12/29  
DOC. EXAM Stalw

Examiner's Initials

EFFECTIVE DATE  
1-1-95

ARTICLES OF INCORPORATION  
OF  
POINT TO POINT CORPORATION

FILED  
94 DEC 28 1994  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the laws of the State of Florida, adopt the following articles of incorporation for such corporation:

**ARTICLE ONE. Name.** The name of the corporation is Point To Point Corporation. 23027 Bell Flower Place, Land O Lakes, FL 34639.

**ARTICLE TWO. Duration.** The duration of the corporation is perpetual. The date and time of commencement of corporate existence is January 1, 1995.

**ARTICLE THREE. Purposes.** The purpose for which the corporation is organized is distribution of transit cases, racks, metals and accessories; and to engage in any activity within the purposes for which corporations may be organized under the Florida General Corporation Act.

**ARTICLE FOUR. Capitalization.** The aggregate number of shares which the corporation shall have authority to issue shall be 50,000 shares of common stock and shall be without par value. All voting power of this corporation shall be vested in the common stock above designated.

**ARTICLE FIVE. Registered office and registered agent.** The address of the corporation's registered office is 23027 Bell Flower Place, City of Land-O-Lakes, County of Pasco, State of Florida 34639, and the name of the corporation's initial registered agent at such address is Joseph Ioco.

**ARTICLE SIX. Directors.** The number of directors constituting the initial board of directors is two (2), and the names and addresses of the persons who are to serve as initial directors are:

Matthew Chilvers	8031 S. Division Avenue Grand Rapids, MI 49548
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Joseph Ioco	23027 Bell Flower Place Land-O-Lakes, FL 34639
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**ARTICLE SEVEN. Incorporators.** The name and address of each incorporator are:

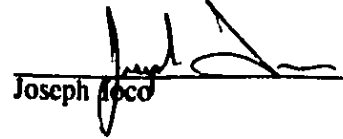
Matthew Chilvers	8031 S. Division Avenue Grand Rapids, MI 49548
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Joseph Ioco	23027 Bell Flower Place Land-O-Lakes, FL 34639
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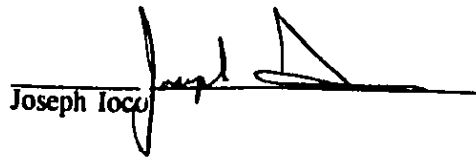
**ARTICLE EIGHT. Pre-emptive Rights.** This corporation shall not, at any time, issue or deliver unissued or treasury shares, option rights or securities having conversion or option rights, without first offering them, prorata, to existing shareholders.

IN WITNESS WHEREOF, we have executed these Articles of Incorporation in duplicate on December 21, 1994.

  
Matthew Chilvers

  
Joseph Ioco

I, Joseph Ioco, hereby accept the duties of registered agent for Point To Point Corporation under Article 5.

  
Joseph Ioco

Prepared by:  
James B. Peterson/William G. Krupar  
BORRE, PETERSON, FOWLER & REENS, P.C.  
44 Lafayette, N.E./P.O. Box 1767  
Grand Rapids, MI 49501-1767  
After filing please return to preparer  
(616) 459-1971

FILED  
94 DEC 28 AM 10:28  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

P9500000053

ARTICLES OF MERGER  
Merger Sheet

.....  
MERGING:

POINT TO POINT CORPORATION, a Florida corporation (Charter  
#P9500000053)

INTO

CADENCE MANUFACTURING, INC., a Michigan corporation not qualified in  
Florida.

File date: January 9, 1996

Corporate Specialist: Louise Flemming-Jackson

**BORRE, PETERSON, FOWLER & REENS, P. C.**

ATTORNEYS AT LAW

44 LAFAYETTE, N. E.

P. O. BOX 1767

GRAND RAPIDS, MICHIGAN 49501-1767

GLEN V. BORRE  
JAMES R. PETERSON  
BEN A. FOWLER  
WILLIAM C. REENS  
FRANK H. JOHNSON  
MARK D. SEVALD  
WILLIAM R. VANDER SLUIS  
WILLIAM G. KRUPAR

TELEPHONE  
(616) 459-1971  
TELECOPIER  
(616) 459-2393  
(616) 459-6936

December 27, 1995

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**CERTIFIED MAIL  
RETURN RECEIPT REQUESTED**

In Re: Point To Point Corporation/Cadence Manufacturing, Inc. -- Merger

Gentlemen:

Enclosed for filing please find Articles of Merger and Plan of Merger, Agreement and Plan of Merger and a copy of the Certificate of Merger that has been filed with the State of Michigan on December 19, 1995, together with our check in the amount of \$70 to cover the filing fees.

After these documents have been filed, please return the certified copies to the undersigned in the enclosed stamped and addressed envelope.

If you have any questions, please do not hesitate to give me a call.

Very truly yours,

500001683025  
-01/09/96--01119--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

BORRE, PETERSON,  
FOWLER & REENS, P. C.



William G. Krupar

WGK:kjp  
Enclosures  
cc: Matthew Chilvers

*Surviving Corp, not  
Qualified Merger  
in Florida  
WJ*

1-12-96

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 JAN - 9 AM 9:43

FILED

## ARTICLES OF MERGER AND PLAN OF MERGER

1. Cadence Manufacturing, Inc., a Michigan corporation, and Point To Point Corporation, a Florida corporation, hereby file their Articles of Merger and Plan of Merger.

2. The Plan of Merger consists of the following:

(A) The name of each constituent corporation is:

Cadence Manufacturing, Inc. (Michigan #422-737)  
Point To Point Corporation (Florida #P95000000053)

(B) The name of the surviving corporation is:

Cadence Manufacturing, Inc.

(C) Cadence Manufacturing, Inc. has 50,000 shares of common stock outstanding. Point To Point Corporation has 50,000 shares of common stock outstanding.

(D) The terms and conditions of the proposed merger (consolidation), including the manner and basis of converting the shares of, or membership of other interest in, each constituent corporation into shares, bonds or other securities of, or membership or other interest in, the surviving (consolidated) corporation, or into cash or other consideration, are as follows:

Each share of Point To Point Corporation which is issued and outstanding on the effective date shall, by virtue of the merger and without any action on the part of the holder thereof, be converted into one (1) share of voting common stock of Cadence Manufacturing, Inc. Each share of common stock of Point To Point Corporation shall, without action on the part of any party, be retired and cancelled.

3. This Merger (consolidation) is permitted under the laws of the State of Michigan and under the laws of the State of Florida.

4. The attached Agreement and Plan of Merger, which is incorporated herein, was adopted by the board of directors of Point To Point Corporation and was approved by the shareholders of Point To Point Corporation and was adopted by the board of directors of Cadence Manufacturing, Inc. and was approved by its shareholders, on December 14, 1995.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER is dated effective December 14, 1995 by and between CADENCE MANUFACTURING, INC., a Michigan corporation, hereinafter referred to as "CADENCE"; and POINT TO POINT CORPORATION, a Florida corporation, hereinafter referred to as "POINT"; both being sometimes hereinafter referred to as the "CONSTITUENT CORPORATIONS".

### **RECITALS:**

1. The Board of Directors of each CONSTITUENT CORPORATION deems it advisable for the general welfare of its shareholders that the CONSTITUENT CORPORATIONS merge into a single corporation pursuant to this Plan of Merger and the applicable laws of the State of Michigan; and

2. The CONSTITUENT CORPORATIONS desire to adopt this Plan of Merger as a Plan of Reorganization and to consummate the merger in accordance with the provisions of Section 368(a)(1)(A) of the Internal Revenue Code of 1954.

NOW THEREFORE, the CONSTITUENT CORPORATIONS agree that POINT shall be merged into CADENCE, which will be the surviving corporation in accordance with the applicable laws of the State of Michigan; that the name of the surviving corporation shall continue to be CADENCE (which in its capacity as surviving corporation is hereinafter sometimes called the "SURVIVING CORPORATION"); and that the terms and conditions of the merger and the mode of carrying it into effect shall be as follows:

### **SECTION 1 - Effective Date**

The merger provided for in this Plan of Merger shall become effective upon the completion of the following:

(1) Adoption of this Plan of Merger by the Shareholders and Directors of the CONSTITUENT CORPORATIONS pursuant to the state laws of the CONSTITUENT CORPORATIONS;

(2) Execution and filing of the Certificate of Merger and/or Articles of Merger as required by the laws of the state of the CONSTITUENT CORPORATIONS.

The CONSTITUENT CORPORATIONS agree that the Effective Date of this merger (the "Effective Date"), for accounting purposes only, shall be December 31, 1995, otherwise, upon the date of filing with the State authorities, and that all of the necessary documents required to effect said merger shall be filed with the appropriate offices of state government after the approval of this Plan of Merger by the Shareholders and Directors of the CONSTITUENT CORPORATIONS.

## **SECTION 2 - GOVERNING LAW**

The SURVIVING CORPORATION shall be governed by the laws of the State of Michigan.

## **SECTION 3 - ARTICLES OF INCORPORATION**

The Articles of Incorporation of CADENCE shall be the Articles of Incorporation of the SURVIVING CORPORATION from and after the Effective Date, subject to the right of the SURVIVING CORPORATION to amend its Articles of Incorporation in accordance with the laws of the State of Michigan.

## **SECTION 4 - BYLAWS**

The Bylaws of the SURVIVING CORPORATION shall be the Bylaws of CADENCE as in effect on the Effective Date of the merger, subject to the right of the SURVIVING CORPORATION to thereafter amend its Bylaws in accordance with the laws of the State of Michigan.

## **SECTION 5 - MANNER OF CONVERTING SHARES**

The manner of converting the shares of POINT into the shares of CADENCE, the SURVIVING CORPORATION, is as follows:

(1) Each share of the common stock of POINT which is issued and outstanding on the effective date shall, by virtue of the merger and without any action on the part of the holder hereof, be converted into one (1) share of One Dollar (\$1.00) par value voting common stock of CADENCE.

(2) Each share of the common stock of POINT which is issued and outstanding on the Effective Date shall, by virtue of the merger and without any action on the part of CADENCE, be retired and cancelled. No fractional shares shall be issued.

## **SECTION 6 - BOARD OF DIRECTOR'S AND OFFICERS**

Until the election and qualification of their successors, the members of the Board of Directors of the SURVIVING CORPORATION shall be the Board of Directors of CADENCE in office on the effective date. The elected officers of the SURVIVING CORPORATION who shall continue in office at the pleasure of the Board of Directors of the SURVIVING CORPORATION shall be the elected officers of CADENCE on the Effective Date.



## **SECTION 7 - EFFECT OF MERGER**

On the Effective Date, the separate existence of POINT shall cease (except insofar as maintained by State law), and shall be merged with and into the SURVIVING CORPORATION. All property, real, personal and mixed, of each of the CONSTITUENT CORPORATIONS, and all debts due to either of them, shall be transferred to and vested in the SURVIVING CORPORATION without further act of deed. The SURVIVING CORPORATION shall thenceforth be responsible and liable for all the liabilities and obligations, of each of the CONSTITUENT CORPORATIONS, and any claim or judgment against either of the CONSTITUENT CORPORATIONS as may be enforced against the SURVIVING CORPORATION.

## **SECTION 8 - APPROVAL OF SHAREHOLDERS**

This Plan of Merger shall be submitted to the Shareholders of the CONSTITUENT CORPORATIONS as provided for by the applicable laws of the State of Michigan and State of Florida.

## **SECTION 9 - GENERAL PROVISION**

**Entire Agreement:** This Plan of Merger constitutes the entire agreement between the parties and supersedes and cancels any other agreement, plan, representation or communication, whether oral or written, between the parties hereto relating to the transaction contemplated herein or subject matter hereof.

**Headings:** The section and subsection headings in this Plan of Merger are inserted for convenience only and shall not affect, in any way, the meaning or interpretation of this Plan of Merger.

**Governing Law:** This Plan of Merger shall be governed by and construed and enforced in accordance with the laws of the State of Michigan.

**Assignment:** This Plan of Merger shall inure to the benefit of, and be binding upon, the parties hereto, their heirs, successors and assigns; provided, however, that any assignment by either party of its rights under this Plan of Merger without the written consent of the other party shall be void.

**Approval of Plan:** IN WITNESS WHEREOF, the respective Presidents of the MERGING CORPORATIONS do hereby agree to and execute this Agreement and Plan of Merger.


**CADENCE MANUFACTURING, INC.**

By:   
Matthew Chilvers  
Its: President

**Attested:**  
By:   
Matthew Chilvers  
Its: Secretary

**POINT TO POINT CORPORATION**

By:   
Matthew Chilvers  
Its: President

By:   
Matthew Chilvers  
Its: Secretary