

Division of Corporations

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Division of Corporations
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MERGER OR SHARE EXCHANGE

S & H FABRICATING AND ENGINEERING, INC.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

S & H FABRICATING AND ENGINEERING, INC., a Florida corporation,
P95000073195

INTO

BUNDY CORPORATION. a Michigan corporation not qualified in Florida

File date: December 23, 1998

Corporate Specialist: Karen Gibson

AUDIT NO. H98000023762 1

ARTICLES OF MERGER
OF
S & H FABRICATING AND ENGINEERING, INC., a Florida Corporation,
into
BUNDY CORPORATION, a Michigan Corporation,

ARTICLES OF MERGER between S & H FABRICATING AND ENGINEERING, INC., a Florida corporation ("Subsidiary") and BUNDY CORPORATION, a Michigan corporation ("Parent").

Pursuant to s.607.1105 of the Florida Business Corporation Act (the "Act") Parent and Subsidiary adopt the following Articles of Merger:

1. The Agreement and Plan of Merger dated December 15, 1998 ("Plan of Merger"), between Parent and Subsidiary was approved and adopted by the directors and shareholders of Parent on December 15, 1998 and was adopted by the Board of Directors of Subsidiary on December 15, 1998. Shareholder approval of the Plan of Merger is not required by the shareholders of the Subsidiary under s. 607.1104 of the Act.

2. Pursuant to the Plan of Merger, all issued and outstanding shares of Subsidiary's stock will be acquired by means of a merger of Subsidiary into Parent with Parent the surviving corporation ("Merger").

3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.

4. Pursuant to s. 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands this 15 day of December, 1998

ATTEST:

(Corporate Seal)

ATTEST:

(Corporate Seal)

S & H FABRICATING AND ENGINEERING, INC. a
Florida corporation

By: Ralph Kessler
RALPH K. KESSLER its SECRETARY

BUNDY CORPORATION
a Michigan corporation

By: James H. Katzoff
JAMES H. KATZOFF its DIRECTOR + VICE PRESIDENT

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Thomas M. Parker, Esq.
Fowler, White, Burnett
100 S.E. 2nd Street, 17th Floor
Miami, FL 33131

AUDIT NO. H98000023762 1 Fla. Bar No. 0047570

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**PLAN OF MERGER BETWEEN
S & H FABRICATING AND ENGINEERING, INC.
AND BUNDY CORPORATION**

This Plan of Merger is made this 15th day of December, 1998, between S & H Fabricating and Engineering, Inc., a Florida corporation ("Merged Company") and Bundy Corporation, a Michigan corporation ("Survivor"). Merged Company and Survivor may sometimes be referred to herein as the ("Constituent Corporations").

RECITALS:

A. The respective Boards of Directors of Merged Company and Survivor deem it advisable and in the best interest of the Constituent Corporations for Merged Company to be merged with and into Survivor.

B. The Board of Directors of Merged Company has recommended that the shareholder of Merged Company approve this Plan of Merger and authorize that the merger of Merged Company with and into Survivor proceed in accordance herewith.

C. The merger of Merged Company and Survivor in accordance with this Plan of Merger does not require the approval of the Shareholders of Survivor.

D. Merged Company currently has outstanding ten thousand (10,000) shares of a single class of common stock, all of which shares are entitled to vote.

E. Survivor currently has outstanding one hundred (100) shares of a single class of common stock, \$1.00 par, all of which shares are entitled to vote.

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F. For the purposes of the Plan, the Merged Company, the Survivor and the shareholders of both corporations agree that survivor is the sole shareholder of Merged Company.

PLAN

1. In accordance with the laws of the State of Michigan, Merged Company shall be merged with and into Survivor which shall be the "surviving corporation". The Survivor, under its existing name, shall continue to be governed by the laws of the State of Michigan.

2. The merger shall become effective upon the filing of a certificate of merger with the State of Michigan and the State of Florida, pursuant to the applicable state statutes. The time when the merger becomes effective shall be the "effective time of the merger" referred to in this Plan.

3. At the effective time of the merger, by virtue of the merger and without any action on the part of the shareholders,

A. Each issued and outstanding share of Survivor stock shall continue in existence without change;

B. Each issued and outstanding share of Merged Company, together with any shares of Merged Company stock which are authorized but unissued and any shares of Merged Company stock which are issued but held in the treasury of Merged Company shall be cancelled;

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EXHIBIT "A"
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C. The net effect of the Merger is that the Merged Company shall become part of the Survivor.

4. Unless otherwise specifically set forth in this Plan, the identity, existence, purposes, powers, objects, franchises, privileges, rights and immunities of Survivor shall continue unaffected and unimpaired by the merger, and the corporate franchises, existence and rights of Merged Company be merged into Survivor, and Survivor shall be fully vested therewith. At the effective time of the merger, the separate existence of Merged Company shall cease and, in accordance with the terms of this Plan, Survivor shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all restrictions, disabilities and duties of each of the Constituent Corporations. All rights, privileges, powers and franchises of each of the Constituent Corporations, all property, real, personal and mixed, all debts due to either of the Constituent Corporations on whatever account, including stock subscriptions, all other things in actions, and all interests of or belonging to or due to each Constituent Corporation shall be taken and deemed to be transferred to and vested in Survivor without further act or deed. All property, rights, privileges, powers and franchises, and all interests shall be as effectually the property of Survivor as they were of the respective Constituent Corporations, and the title to any real estate or interest therein, vested by deed or otherwise in either Corporation, shall not revert or be in any way impaired by reason of the merger.

5. Survivor shall be responsible and liable for all the liabilities and obligations of the Constituent Corporations, and any claim existing or action or

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proceeding pending by or against either of the Constituent Corporations may be prosecuted as if the merger had not taken place, or Survivor may be substituted in its place. Neither the rights of creditors nor any liens on the property of either the Constituent Corporations shall be impaired by the merger, and all debts, liabilities and duties of each of the Constituent Corporations shall attach to Survivor and may be enforced against it to the same extent as if the debts, liabilities and duties had been incurred or contracted by it.

6. This Plan of Merger has been approved and adopted by the Board of Directors of Survivor on December 15, 1998.

7. This Plan of Merger was approved and adopted by the Board of Directors and by the Shareholder of Merged Company on December 15, 1998.

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