

PG 95000091884

ACCOUNT NO. : 072100000032

REFERENCE : 307439 4304524

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pujate

ORDER DATE : November 27, 2001

ORDER TIME : 10:03 AM

ORDER NO. : 307439-010

CUSTOMER NO: 4304524

CUSTOMER: Ms. Demetra A. Nicozisin
Sonnenschein Nath & Rosenthal
8000 Sears Tower
233 South Wacker Drive
Chicago, IL 60606

EFFECTIVE DATE
11/30/01

Morgan

600004696676--2

ARTICLES OF MERGER

ADVANCED FIBEROPTIC
TECHNOLOGIES, INC.

INTO

JUNO LIGHTING, INC.

RECEIVED
01 NOV 28 AM 11:28
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

AR
11/29/01

ARTICLES OF MERGER
Merger Sheet

MERGING:

ADVANCED FIBEROPTIC TECHNOLOGIES, INC., a Florida corp.
P95000091884

INTO

JUNO LIGHTING, INC., a Delaware entity not qualified in Florida.

File date: November 28, 2001, effective November 30, 2001

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Amount charged: 70.00

EFFECTIVE DATE
11/30/01

ARTICLES OF MERGER
OF
ADVANCED FIBEROPTIC TECHNOLOGIES, INC.
AND
JUNO LIGHTING, INC.

FILED
01 NOV 28 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Advanced Fiberoptic Technologies, Inc., a Florida corporation ("AFT"), with and into Juno Lighting, Inc., a Delaware corporation ("Juno"), as approved by the Board of Directors of AFT on November 16, 2001 and adopted by unanimous written consent in lieu of a meeting by the Board of Directors of Juno on November 16, 2001.

2. The merger of AFT with and into Juno is permitted by the laws of the jurisdiction of organization of Juno and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of Juno was November 16, 2001.

3. Shareholder approval was not required for the merger.

4. The effective time of the merger herein provided for in the State of Florida shall be November 30, 2001.

Executed on November 26, 2001.

ADVANCED FIBEROPTIC
TECHNOLOGIES, INC.

By: George J. Blue
Name: GEORGE J. BLUE
Its: SECRETARY

JUNO LIGHTING, INC.

By: George J. Blue
Name: GEORGE J. BLUE
Its: SECRETARY

PLAN OF MERGER

1. Juno Lighting, Inc. ("Juno"), which is a business corporation of the state of Delaware and is the parent corporation and the owner of all of the outstanding shares of Advanced Fiberoptic Technologies, Inc. ("AFT"), which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges AFT into Juno pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of Juno.
2. The separate existence of AFT shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act; and Juno shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.
3. The issued shares of AFT shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.
4. The Board of Directors and the proper officers of Juno are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, 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 of Merger or of the merger herein provided for.