

P96000004182

## Florida Department of State

Division of Corporations

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**MERGER OR SHARE EXCHANGE  
STATIONARY POWER SERVICES, INC.**

Certificate of Status	0
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**ARTICLES OF MERGER**  
**(Profit Corporations)**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/applicable)
<u>Stationary Power Services, Inc.</u>	<u>Florida</u>	<u>P96000004182</u>

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/applicable)
<u>RPS Power Systems, Inc.</u>	<u>Florida</u>	<u>P06000137395</u>

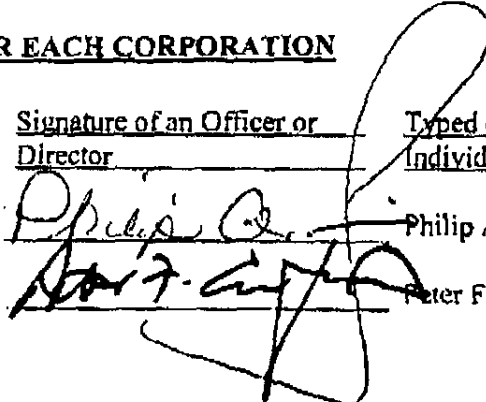
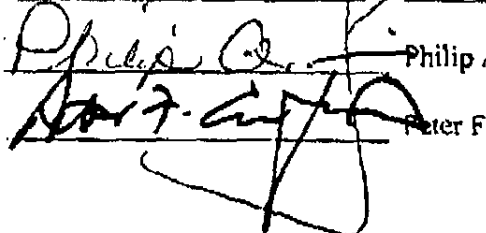
**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**Fifth:** Adoption of Merger by surviving corporation:  
The Plan of Merger was adopted by the board of directors of the surviving corporation on January 6, 2010 and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation:  
The Plan of Merger was adopted by the board of directors of the merging corporation on January 6, 2010 and shareholder approval was not required.

**Seventh: SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
Stationary Power Services, Inc.		Philip A. Fain, President
RPS Power Systems, Inc.		Peter F. Comerford, Secretary

**PLAN OF MERGER**  
(Merger of subsidiary corporations)

MERGER between STATIONARY POWER SERVICES, INC., a Florida Corporation (the "Surviving Corp."), and RPS POWER SYSTEMS, INC., a Florida Corporation (the "Merging Corp.") (collectively the "Constituent Corporations"). The Constituent Corporations are both wholly-owned subsidiaries of Ultralife Corporation, a Delaware Corporation (the "Parent Corp."), and as such, the Merger is being effected under this Plan of Merger (this "Plan") in compliance with Section 607.1104 of the Florida Business Corporation Act.

1. **Articles of Incorporation.** The Articles of Incorporation of the Surviving Corp., in effect immediately before the Effective Date of the Merger (the "Effective Date" is hereinafter further defined), shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.
2. **Outstanding Shares.** As to the Constituent Corporations, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

Name of Corporation	Designation and Number of Shares in each Class or Series Outstanding	Class or Series of Shares Entitled to Vote	Class or Series Entitled to Vote as a Class
Stationary Power Services, Inc.	200 shares of Capital Stock	Capital Stock	N/A
RPS Power Systems, Inc.	1,000 shares of Common Shares	Common Shares	N/A

3. **Manner and Basis for Converting Shares.** As the Parent Corp. is the sole shareholder of the Constituent Corporations, there is no need to convert shares of the Merging Corp. into shares of the Surviving Corp. or for the Surviving Corp. to issue any shares in connection with this Plan. Immediately upon the Effective Date, all outstanding shares of the Merging Corp. shall be cancelled and the Parent Corp. shall remain the sole shareholder of the Surviving Corp.
4. **Satisfaction of Rights of the Merging Corp. Shareholders.** As the Parent Corp. is the sole shareholder of the Constituent Corporations, the Parent Corp. will remain the sole shareholder of the Surviving Corp.
5. **Effect of Merger.** On the Effective Date, the separate existence of the Merging Corp. shall cease, and the Surviving Corp. shall be fully vested in the Merging Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 of the Florida Business Corporation Act.
6. **Supplemental Action.** If at any time after the Effective Date the Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the

appropriate officers of the Surviving Corp. or the Merging Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of the Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in the Surviving Corp., or to otherwise carry out the provisions of this Plan.

7. **Filing with the Florida Secretary of State and Effective Date.** On the Closing, the Merging Corp. and the Surviving Corp. shall cause their respective Presidents (or other officers) to execute Articles of Merger in the form attached to this Agreement as Exhibit A, and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by the Surviving Corp. to the Florida Secretary of State. In accordance with §607.1105(1)(b) of the Florida Business Corporation Act, the filing date of the Articles of Merger shall be the "Effective Date."

8. **Amendment and Waiver.** Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Florida Business Corporation Act.

9. **Termination.** At any time before the Effective Date, this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both the Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

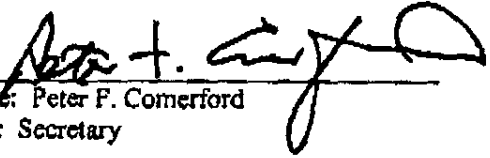
\*\*\*\*\*

IN WITNESS WHEREOF, the parties hereto have signed this Plan of Merger on the 6<sup>th</sup>  
day of January, 2010.

STATIONARY POWER SERVICES, INC.,  
a Florida corporation

By:   
Name: Philip A. Fain  
Title: President

RPS POWER SYSTEMS, INC., a Florida  
corporation

By:   
Name: Peter F. Comerford  
Title: Secretary