



THE UNITED STATES  
CORPORATION  
COMPANY

P97000029458

ACCOUNT NO. : 072100000032

REFERENCE : 441626 4372053

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 25, 1997

ORDER TIME : 2:23 PM

ORDER NO. : 441626-005

CUSTOMER NO: 4372053

CUSTOMER: Colleen Coakley, Legal Asst  
Millipore Corporation Legal  
80 Ashby Road  
Mail Stop E10d  
Bedford, MA 01730

000002225590--5  
-06/30/97--01001--016  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

000002225590--5  
-06/30/97--01001--017  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

*Merger*

ARTICLES OF MERGER

OCALE INC.

INTO

CLASS 1, INC.

FILED  
97 JUN 27 PM 2:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
PLAIN STAMPED COPY

CONTACT PERSON: Harry B. Davis  
EXAMINER'S INITIALS:

RECEIVED  
97 JUN 27 PM 3:2  
DIVISION OF CORPORATE

P97000029458

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

OCALA, INC., a Texas corporation F94000006532

INTO

**CLASS 1, INC.**, a Florida corporation, P97000029458

File date: June 27, 1997

Corporate Specialist: Annette Hogan

## ARTICLES OF MERGER

OF

**OCALA, INC.**  
(a Texas corporation)

WITH AND INTO

**CLASS 1, INC.**  
(a Florida corporation)

97 JUN 27 PM 2:28  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Under Section 607.1105 of the Florida Business Corporation Act of 1989 and under Section 5.04 of the Texas Business Corporation Act Class 1, Inc. and Ocala, Inc. **DO HEREBY CERTIFY:**

**1. Parties to the Merger.** The names of the constituent corporations to the merger and the states under the laws of which they are organized are:

**Name of Corporation**

**State of Organization**

Class 1, Inc.

Florida

Ocala, Inc.

Texas

**2. Plan of Merger.** The Plan of Merger is as follows:

**MERGER.** At the effective time of the merger, Ocala, Inc. shall be merged with and into Class 1, Inc. and the separate corporate existence of Ocala, Inc. shall thereupon cease. Class 1, Inc. shall be the surviving corporation ("Surviving Corporation") in the merger and shall continue to be governed by the 1989 Business Corporation Act of the State of Florida, and the separate corporate existence of Class 1, Inc. with all of its rights, privileges, immunities, powers and franchises shall continue unaffected by the merger, except as set forth in these Articles of Merger. The merger shall have the effects specified in the Florida 1989 Business Corporation Act.

**ARTICLES OF INCORPORATION.** The Articles of Incorporation of Class 1, Inc. in effect at the effective time of the merger shall be the Articles of Incorporation of the Surviving Corporation, until duly amended in accordance with the terms thereof, and of the Florida 1989 Business Corporation Act.

**BY-LAWS.** The By-Laws of Class 1, Inc. in effect at the effective time of the merger shall be the By-Laws of the Surviving Corporation, until duly amended in accordance with the terms thereof and the Florida 1989 Business Corporation Act.

**OFFICERS AND DIRECTORS.** The Directors of Class 1, Inc. and the officers of Class 1, Inc., at the effective time of the merger shall, from and after such time, be the directors and officers, respectively, of the Surviving Corporation until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Articles of Incorporation and By-Laws.

**CONVERSION AND CANCELLATION OF SHARES.** At the effective time of the merger, the 75,000 shares of the Common Stock, \$.01 par value of Ocala, Inc. held by Span

Instruments, Inc., a Texas corporation, immediately prior to such effective time shall, by virtue of the merger and without any action on the part of Span Instruments, Inc. be converted into the right to receive: (i) an aggregate amount in cash equal to Two Million Seven Hundred Ten Thousand and No/100 Dollars (\$2,710,000.00); and (ii) the Promissory Note in the principal amount of Five Hundred Thousand and No/100 Dollars (\$500,000.00). All such shares of the Common Stock, \$.01 par value, of Ocala, Inc. held by Span Instruments, Inc. on such effective date shall, by virtue of the Merger and without any action on the part of the Span Instruments, Inc. shall be canceled and retired and shall cease to exist, and the said Span Instruments, Inc. shall thereafter cease to have any rights with respect to such shares of the Common Stock of Ocala, Inc., except the right to receive the above specified merger consideration.

At the effective time of the merger, each share of common stock, of Class 1, Inc. issued and outstanding immediately prior to such effective time shall, by virtue of the merger and without any action on the part of the holders of such shares, cease to be outstanding, shall be canceled and retired without payment of any consideration therefor and shall be returned to the status of authorized but unissued shares of Common Stock, \$1.00 par value.

At the effective time of the merger, the 25,000 shares of the Common Stock, \$.01 par value, of Ocala, Inc. issued, outstanding and held by other persons at such effective time shall, by virtue of the merger and without any action on the part of the holder thereof, be converted into one-third (1/3) share of common stock of the Surviving Corporation.

3. ***Merger Permitted by Law.*** The laws of the State of Florida, the state under which Class 1, Inc. is organized, and the laws of the State of Texas, the state under which Ocala, Inc. is organized, each permit such merger and the merger has been duly authorized by all action required by the respective states under which the constituent corporations are organized and in accordance with the respective constituent documents of Ocala, Inc. and Class 1, Inc.

4. ***Effective Date.*** The effective date of the merger shall by June 27, 1997.

5. ***Approval of the Merger.*** As of the above effective date, there were 100,000 shares of Common Stock, \$.01 par value, of Ocala, Inc. issued and outstanding of which all 100,000 shares voted in favor of the merger on June 27, 1997. As of the above effective date, there were 7,500 shares of Common Stock, \$1.00 par value, of Class 1, Inc. issued and outstanding of which all 7,500 shares voted in favor of the merger on June 27, 1997.

Dated as of: June 27, 1997

OCALA, INC.

By: George Yurch  
George Yurch, Vice President

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THE SURVIVING CORPORATION:

CLASS 1, INC.

By: Ronald L. Ewers  
Ron L. Ewers, President