



THE UNITED STATES  
CORPORATION  
COMPANY

P97000078310

ACCOUNT NO. : 072100000032

REFERENCE : 376947 4309406

AUTHORIZATION :

*Patricia Pizito*

COST LIMIT : \$ 70

ORDER DATE : September 16, 1999

ORDER TIME : 10:44 AM

ORDER NO. : 376947-010

CUSTOMER NO: 4309406

CUSTOMER: John I. Van Voris, Esq  
Shackleford Farrior Stallings  
P. O. Box 3324

Tampa, FL 33601

EFFECTIVE DATE  
10/1/99

*Merger &  
Name Change*

900002988829-5

ARTICLES OF MERGER

CONNECT ELECTRONICS [U.S.A.]  
INC.

INTO

PRIME SOURCE ELECTRONICS,  
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

*ADJ*  
9/16/99

FILED  
99 SEP 16 PM 3:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
99 SEP 16 AM 11:28  
DEPARTMENT OF STATE  
DIVISION OF CORPORATION  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

MERGING:

CONNECT ELECTRONICS (U.S.A.) INC., a Texas corp. not authorized to  
transact business in Florida

INTO

PRIME SOURCE ELECTRONICS, INC. which changed its name to

**CONNECT ELECTRONICS (U.S.A.) INC.**, a Florida entity, P97000078310.

File date: September 16, 1999 , effective October 1, 1999

Corporate Specialist: Annette Ramsey

EFFECTIVE DATE

10/1/99

**ARTICLES OF MERGER OF CONNECT ELECTRONICS [U.S.A.] INC.  
INTO PRIME SOURCE ELECTRONICS, INC.**

FILED  
SEP 16 PM 3:50  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

To the Secretary of State of Texas  
and the Secretary of State of Florida

Pursuant to the provisions of the Texas Business Corporation Act and the Florida Business Corporation Act, the corporations herein named do hereby adopt the following articles of merger for the purpose of merging Connect Electronics [U.S.A.] Inc., a Texas corporation ("Connect") with and into Prime Source Electronics, Inc., a Florida corporation ("Prime Source").

1. The names of the constituent corporations are Connect, which is a business corporation organized under the laws of the State of Texas, and which is subject to the provisions of the Texas Business Corporation Act, and Prime Source, which is a business corporation organized under the laws of the State of Florida, and which is subject to the provisions of the Florida Business Corporation Act.

2. Annexed hereto and made a part hereof is the Plan of Merger for merging Connect with and into Prime Source as approved by the directors and the sole shareholder of each constituent corporation.

3. The number of shares of Connect which were outstanding at the time of the approval of the Plan of Merger by its sole shareholder and the adoption of a resolution authorizing the merger is 100, all of which are of one class.

4. The number of shares of Prime Source which were outstanding at the time of the approval of the Plan of Merger by its sole shareholder and the adoption of a resolution authorizing the merger is 100, all of which are of one class.

5. The approval of the Plan of Merger by the sole shareholder of Connect was by written consent, which has been given in accordance with the provisions of Article 9.10 of the Texas Business Corporation Act, and any written notice required by that Article has been given. on September 15, 1999

6. The approval of the Plan of Merger by the sole shareholder of Prime Source was by written consent, which has been given in accordance with the provisions of 607.0704 and 607.1108(5) of the Florida Business Corporation Act, and any required written notice has been given. on September 15, 1999.

7. The approval of the Plan of Merger has been duly authorized by all action required by the laws under which Prime Source as Connect are incorporated and by their constituent documents.

8. Prime Source will continue to exist as the surviving corporation under the name "Connect Electronics USA, Inc." pursuant to the provisions of the laws of the State of Florida and will be governed by the Florida Business Corporation Act.

9. The merger herein provided for shall be effective in the State of Texas at 12:01 a.m. on October 1, 1999, but in no event prior to the filing of these Articles of Merger.

Executed on September 15, 1999.

CONNECT ELECTRONICS [U.S.A.] INC.

By: 

Name: Sean M. Carty

Title: President

PRIME SOURCE ELECTRONICS, INC.

By: 

Name: Sean M. Carty

Title: President

SF: 344562

## **PLAN OF MERGER**

PLAN OF MERGER APPROVED on September 15, 1999 by Connect Electronics [U.S.A.] Inc., a corporation of the State of Texas, and by resolution adopted by its Board of Directors on said date, and approved on September 15, 1999 by Prime Source Electronics, Inc., a corporation of the State of Florida, and by resolution adopted by its Board of Directors on said date.

1. Connect Electronics [U.S.A.] Inc. and Prime Source Electronics, Inc. shall, pursuant to the provisions of the Texas Business Corporation Act and the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Prime Source Electronics, Inc., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under the name Connect Electronics [U.S.A.] Inc. The surviving corporation shall be governed by the laws of the State of Florida, which is the jurisdiction of its organization. The separate existence of Connect Electronics [U.S.A.] Inc., which is sometimes hereinafter referred to as the "terminating corporation", shall cease upon the effective date of the merger in accordance with the provisions of the Texas Business Corporation Act.

2. The articles of incorporation of the surviving corporation as in force and effect upon the effective date of the merger in the jurisdiction of its organization shall be the articles of incorporation of the surviving corporation except that article I thereof, relating to the name of the corporation, is hereby amended and changed so as to read as follows upon the effective date of the merger:

"The name of the Corporation shall be Connect Electronics USA, Inc."

and said articles of incorporation as herein amended and changed shall continue in full force and effect until further amended and changed in the manner prescribed by the laws of the jurisdiction of its organization.

3. The bylaws of the surviving corporation as in force and effect upon the effective date of the merger will be the bylaws of the surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The directors in office of the surviving corporation upon the effective date of the merger shall be the members of the Board of Directors of the surviving corporation, each of

whom shall hold his directorship until the election and qualification of his successor or until his tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. The officers of the surviving corporation upon the effective date of the merger shall be as follows:

Sean M. Carty - President and Chief Executive Officer

Timothy M. MacDougald - Secretary/Treasurer and Chief Financial Officer

Each such officer shall remain in office until the election and qualification of his successor or until his tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

6. Each issued share of the terminating corporation shall, upon the effective date of the merger, be converted into one share of the surviving corporation. The issued shares of the surviving corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation. Neither the terminating corporation nor the surviving corporation have issued any options or warrants or other form of right to purchase their stock.

7. The surviving corporation shall be responsible for the payment of all fees and franchise taxes of the terminated corporation and shall be obligated to pay such fees and taxes if the same are not timely paid by the terminating corporation.

8. The Plan of Merger herein made and approved shall be submitted to the shareholders of the terminating corporation for their approval or rejection in the manner prescribed by the provisions of the Texas Business Corporation Act and to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

9. In the event that the Plan of Merger shall have been approved by the sole shareholder of the terminating corporation and the merger shall have been authorized by a duly adopted resolution in the manner prescribed by the provisions of the Texas Business Corporation Act, and in the event that the Plan of Merger shall have been approved by the sole shareholder of the surviving corporation and the merger shall have been authorized by a duly adopted resolution in the manner prescribed by the provisions of the Florida Business Corporation Act, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded Articles of Merger and any other document or documents prescribed by the laws of the State of Texas and of the State of

Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger, subject, however, to the provision contained hereinafter for abandoning the merger before or after the authorization thereof by the shareholders of the terminating corporation or of the surviving corporation.

10. Notwithstanding the authorization of the merger by the shareholders of the terminating corporation or of the surviving corporation, the merger herein provided for may be abandoned at any time prior to the filing of Articles of Merger by the Secretary of State of Texas and the Secretary of State of Florida if so authorized by the sole shareholder of each corporation.

11. The merger shall be effective as of 12:01 a.m. on October 1, 1999, but in no event prior to the filing of the Articles of Merger with the Secretary of State of Florida and the Secretary of State of Texas.

SF: 344518