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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

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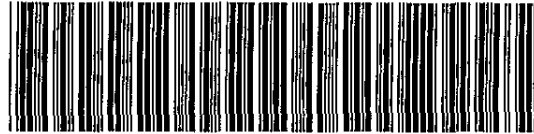
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA  
AUG 27 PM 3:17

PS 9/2/04  
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LAW OFFICE  
**B R U C E   A L A N   H E R A L D**  
A PROFESSIONAL CORPORATION

120 JOHN ROBERT THOMAS DRIVE  
EXTON, PENNSYLVANIA 19341-2654  
TELEPHONE (610) 594-7555  
FACSIMILE (610) 594-7955

August 26, 2004

AMENDMENT SECTION  
DIVISION OF CORPORATIONS  
PO BOX 6327  
TALLAHASSEE FL 32314

**Re:   Acceletronics Services Inc.**  
**Our File No. V-165-E**

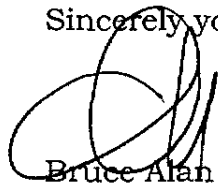
Ladies and Gentlemen:

Enclosed please find a Transmittal Letter and the Articles of Merger with attached Agreement and Plan of Merger for filing by the above-captioned corporation.

A copy of the Articles of Merger is enclosed with a self-addressed envelope. Kindly time-stamp the copy and return them to my office.

Also enclosed is our check in the amount of \$175.00 payable to Division of Corporations in payment of your filing fee. Thank you for your anticipated attention and cooperation.

Sincerely yours,



Bruce Alan Herald

BAH/vlb  
enclosures

## TRANSMITTAL LETTER

**TO:** Amendment Section  
Division of Corporations

Note: Before the merger  
Acceletronics Services Inc. was known as  
Acceletronics Central Inc.

**SUBJECT:** ACCELETRONICS SERVICES INC.

(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

BRUCE A. HERALD

(Name of person)

BRUCE ALAN HERALD, P.C.

(Name of firm/company)

120 JOHN ROBERT THOMAS DRIVE

(Address)

EXTON, PA 19341

(City/state and zip code)

For further information concerning this matter, please call:

BRUCE HERALD

(Name of person)

at ( 610 ) 594-7555

(Area code & daytime telephone number)

☐ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; **please send an additional copy of your document if a certified copy is requested**)

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

Amendment Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

# 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, F.S.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Acceletronics Services Inc.	Pennsylvania	

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Acceletronics South, Inc.	FL	
Acceletronics Midwest, Inc.	PA	
Acceletronics Mid-Atlantic, Inc.	DE	
ASW Inc.	TX	

**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.~~

**OR** 9 / 1 / 04 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on August 2, 2004.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on August 2, 2004.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED  
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CLERK OF STATE  
TALLAHASSEE, FLORIDA

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Acceletronics South, Inc.

Steven Schwarz, President

Acceletronics Midwest, Inc.

Randy LaFoone, President

Acceletronics Mid-Atlantic, Inc.

Douglas Barneski, President

ASW Inc.

Steven Schwarz, President

Acceletronics Services Inc.

Larry Day, President

## **Agreement and Plan of Merger**

THIS PLAN OF MERGER dated July 2, 2004 is between ACCELETRONICS MID-ATLANTIC, INC., a Delaware corporation ("Mid-Atlantic"); ACCELETRONICS MIDWEST, INC., a Pennsylvania corporation ("Midwest"); ACCELETRONICS SOUTH, INC., a Florida corporation ("South"); ASW INC., a Texas corporation ("ASW"), (Mid-Atlantic, Midwest, South and ASW are sometimes referred to in this Agreement and Plan of Merger as the "Disappearing Corporations"), and ACCELETRONICS CENTRAL INC., a Pennsylvania corporation (the "Surviving Corporation"). In consideration of the mutual covenants herein, and intending to be legally bound hereby, the parties agree as follows:

1. The Disappearing Corporations shall be merged with and into the Surviving Corporation, which shall continue as the Surviving Corporation under the laws of the Commonwealth of Pennsylvania. The terms and conditions of the merger, the mode of carrying the same into effect, the manner of converting the shares of capital stock of Disappearing Corporations into shares of the capital stock of the Surviving Corporation and all other provisions deemed desirable in connection therewith are set forth in this Agreement and Plan of Merger.

2. The corporate existence, Articles of Incorporation and by-laws of the Surviving Corporation shall be unaffected by the merger except that

(a) the name of the Surviving Corporation will change to "Acceletronics Services Inc." and, in that regard, the first paragraph of the Surviving Corporation's Articles of Incorporation will be amended to read as follows:

1. The name of the corporation is Acceletronics Services Inc.

and

(b) the number of the Surviving Corporation's authorized shares will increase to 1,000,000 and, in that regard, paragraph 4 of the Surviving Corporation's Articles of incorporation will be amended to read as follows:

4. The aggregate number of shares authorized is 1,000,000.

In addition, the address of the Surviving Corporation's registered office in Pennsylvania will change to 602 Gordon Drive, Exton, PA 19341.

3. The directors and officers of the Surviving Corporation shall, upon the Effective Date, continue to serve as directors and officers of the Surviving Corporation until successors are elected and shall qualify. If by reason of death or otherwise, any such person on the Effective Date cannot or will not act as a director or officer, the vacancy thereby created will be filled after the merger becomes effective in accordance with the by-laws of the Surviving Corporation.

4. The merger will effect a 8,500 for 650 split of the stock of the Surviving Corporation so that the shareholder holding 650 shares before the merger will hold 8,500 shares after the merger.

5. On the Effective Date, except as set forth below, each issued and outstanding share of capital stock of the Disappearing Corporations shall be converted into shares of common capital stock of the Surviving Corporation in accordance with the formulas stated in the attached schedule. On the Effective Date or as promptly thereafter as possible the holders of certificates which theretofore represented issued and outstanding shares of the capital stock of the Disappearing Corporations except Paul Jankowiak, deceased shall surrender all such certificates to the Surviving Corporation for cancellation, and shall execute a written joinder agreement joining into the Shareholders Agreement of the Surviving Corporation. Upon such surrender and entry into the Joinder Agreement, such shareholders shall receive in exchange therefore certificates representing the number of shares of common capital stock of the Surviving Corporation into which the same shall have been converted as set forth above. All shares of common capital stock of the Surviving Corporation so issued shall be deemed to be duly and validly issued, fully paid and non-assessable. As to shareholders of the Disappearing Corporations that do not surrender their share certificates and join into the Surviving Corporation's Shareholders Agreement on or before September 10, 2004, the Surviving Corporation shall issue its check to any such shareholder in an amount equal to the book value of such Disappearing Corporation divided by the total number of shares issued and outstanding on August 31, 2004 and multiplied by the number of such shareholder's shares. Any such shareholder shall receive no shares of the Surviving Corporation. The estate of Paul Jankowiak, deceased will receive no shares in the Surviving Corporation. Instead, the Surviving Corporation shall issue a check to the Estate of Paul Jankowiak in an amount calculated pursuant to the formula set forth above for shareholders who do not surrender their stock certificates.

6. On the Effective Date, the stock transfer books of the Disappearing Corporations shall be and shall be deemed to be closed and no transfer of shares of the capital stock of the Disappearing Corporations shall thereafter be made, effected or consummated.

7. At the Effective Date, (a) the separate existence of the Disappearing Corporations shall cease; (b) the Surviving Corporation shall possess all the rights, privileges, powers and franchises of the Disappearing Corporations; (c) all the property, real, personal and mixed, and franchises of the Disappearing Corporations and all debts due on whatever account to it, including any subscriptions to any of its shares and all other choses in action belonging to it, shall be taken and deemed to be transferred to and vested in the Surviving Corporation by operation of law and without further acts or deeds; (d) all such rights, privileges, powers and franchises, and all and every other interest of the Disappearing Corporations shall be thereafter as effectually the property of the Surviving Corporation as they were of the Disappearing Corporations; (e) the title to and interest in any real estate vested by deed, lease or otherwise in the Disappearing Corporations shall not revert or be impaired; (f) the Surviving Corporation shall be responsible for all the liabilities and obligations of the Disappearing Corporations, but the liabilities of the Disappearing Corporations, or their shareholders, directors or officers shall not be affected by the merger, nor shall the rights of the Disappearing Corporations, the officers and directors of the Disappearing Corporations; and (g) at the expense of the Surviving Corporation, the officers or directors of the Disappearing Corporations shall execute and deliver all such instruments and take all such actions as the Surviving Corporation may determine to be necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all such properties, assets, rights, privileges and franchises, and otherwise to carry out the purposes of this Plan of Merger.

8. This Agreement and Plan of Merger is contingent upon the approval of the shareholders of the Surviving Corporation and the shareholders of the Disappearing Corporations.

9. This Plan of Merger may be terminated and the merger abandoned at any time prior to the Effective Date, whether before or after the approval thereof by the shareholders or the Board of Directors of the Disappearing Corporations or the Surviving Corporation. In the event of such termination, written notice thereof shall forthwith be given by the terminating party to the other. Any such termination shall be without liability on the part of any of the parties, each of which shall bear its own expenses separately incurred in connection herewith, or of its directors, officers or shareholders in connection with this Plan of Merger.

10. The Surviving Corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent corporation of Delaware, as well as for enforcement of any obligation of the Surviving Corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of



State of Delaware as its agent to accept service of process in any such suit or proceeding. The Secretary of State shall mail any such process to the Surviving Corporation at 602 Gordon Drive, Exton, Pennsylvania 19341.

11. Any number of counterparts of this Plan of Merger may be executed, each of which shall be deemed to be an original, but all of which taken together shall constitute but one instrument. In addition, if the parties so wish they may create multiple identical originals of this Agreement and Plan of Merger.

12. The Effective Date shall be September 1, 2004 at 12:01 a.m.

13. A copy of the Surviving Corporation's Articles of Incorporation is attached to this Plan.

(Balance of page intentionally left blank)

IN WITNESS WHEREOF, the parties have caused this Plan of Merger to be executed under their respective corporate seals and signed by their duly authorized officers.

DISAPPEARING CORPORATIONS:

ACCELETRONICS MID-ATLANTIC, INC.

By: \_\_\_\_\_  
Douglas Barneski, President

ACCELETRONICS MIDWEST, INC.

By: \_\_\_\_\_  
Carl R. LaFoone, President

ACCELETRONICS SOUTH, INC.

By: \_\_\_\_\_  
Steven Schwarz, President

ASW INC.

By: \_\_\_\_\_  
Steven Schwarz, President

SURVIVING CORPORATION:

ACCELETRONICS CENTRAL INC.

By: \_\_\_\_\_  
Larry Day, President

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DISAPPEARING CORPORATIONS:

ACCELETRONICS MID-ATLANTIC, INC.

By: \_\_\_\_\_  
Douglas Barneski, President

ACCELETRONICS MIDWEST, INC.

By:  \_\_\_\_\_  
Carl R. LaFoone, President

ACCELETRONICS SOUTH, INC.

By: \_\_\_\_\_  
Steven Schwarz, President

ASW INC.

By: \_\_\_\_\_  
Steven Schwarz, President

SURVIVING CORPORATION:

ACCELETRONICS CENTRAL INC.

By: \_\_\_\_\_  
Larry Day, President

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ACCELETRONICS MIDWEST, INC.

By: \_\_\_\_\_  
Carl R. LaFoone, President

ACCELETRONICS SOUTH, INC.

By: \_\_\_\_\_  
Steven Schwarz, President

ASW INC.

By: \_\_\_\_\_  
Steven Schwarz, President

SURVIVING CORPORATION:

ACCELETRONICS CENTRAL INC.

By: \_\_\_\_\_  
Larry Day, President

**Schedule Attached to  
and Part of  
Agreement and Plan of Merger**

<u>Disappearing Corporation</u>	<u>Surviving Corporation Shares for Disappearing Corporate Shares</u>
Acceletronics Mid-Atlantic, Inc. ("AMA")	3,500 / 801
Acceletronics Midwest, Inc.	45,000 / 9,951
Acceletronics South, Inc.	85 / 100
ASW Inc.	3 / 1

Example

1,602 AMA shares = 7,000 Surviving Corporation Shares

No Fractional Shares

No fractional shares will be issued. If any formula on the this schedule for exchange of shares yields a fraction, the owner of any such shares of any of the Disappearing Corporations will receive, in lieu of such fraction, cash (without interest) payable by the Surviving Corporation's check in an amount equal to the product of such Disappearing Corporation's book value multiplied by such owner's percentage ownership interest in the Disappearing Corporation.

IN WITNESS WHEREOF, the parties have caused this Plan of Merger to be executed under their respective corporate seals and signed by their duly authorized officers.

DISAPPEARING CORPORATIONS:

ACCELETRONICS MID-ATLANTIC, INC.

By: \_\_\_\_\_  
Douglas Barneski, President

ACCELETRONICS MIDWEST, INC.

By: \_\_\_\_\_  
Carl R. LaFoone, President

ACCELETRONICS SOUTH, INC.

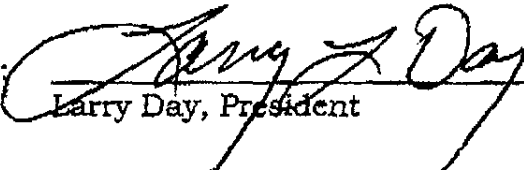
By: \_\_\_\_\_  
Steven Schwarz, President

ASW INC.

By: \_\_\_\_\_  
Steven Schwarz, President

SURVIVING CORPORATION:

ACCELETRONICS CENTRAL INC.

By:  \_\_\_\_\_  
Larry Day, President

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By: \_\_\_\_\_  
Douglas Barneski, President

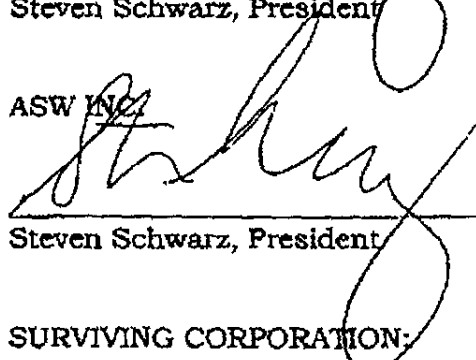
ACCELETRONICS MIDWEST, INC.

By: \_\_\_\_\_  
Carl R. LaFoone, President

ACCELETRONICS SOUTH, INC.

By: \_\_\_\_\_  
Steven Schwarz, President

ASW INC.

By: \_\_\_\_\_  
Steven Schwarz, President

SURVIVING CORPORATION:

ACCELETRONICS CENTRAL INC.

By: \_\_\_\_\_  
Larry Day, President