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P98000081758

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October 26, 2000

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

Navitar Coating Labs, Inc. into G.M. Vacuum Coating Laboratory, Inc.

**Filing Evidence**

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy

**Retrieval Request**

- ☐ Photocopy
- ☐ Certified Copy

**Type of Document**

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

FILED  
00 OCT 26 PM 1:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

RECEIVED  
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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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COULLETTE OCT 26 2000

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

NAVITAR COATING LABS, INC., a Florida corporation, P98000081758

INTO

**G.M. VACUUM COATING LABORATORY, INC.** a California corporation not  
qualified in Florida

File date: October 26, 2000

Corporate Specialist: Cheryl Coulliette

## ARTICLES OF MERGER

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>
G.M. Vacuum Coating Laboratory, Inc.	California

**SECOND:** The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Navitar Coating Labs, Inc.	Florida

**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:** The Plan of Merger was adopted by the shareholders of the surviving corporation on October 20, 2000.

**SIXTH:** The Plan of Merger was adopted by the shareholders of the merging corporation on October 20, 2000.

**SEVENTH:** Signatures for each corporation.


Name of Corporation

Signature

Typed or Printed Name  
of Individual and Title

G.M. Vacuum Laboratory, Inc.  
Coating

Navitar Coating Labs, Inc.

  
\_\_\_\_\_  
\_\_\_\_\_

Julian Goldstein, President

Julian Goldstein, President

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TALLAHASSEE, FLORIDA

Plan  
✕

**AGREEMENT OF MERGER  
OF  
G.M. VACUUM COATING LABORATORY, INC.  
AND  
NAVITAR COATING LABS, INC.**

Agreement of Merger entered into on October 20, 2000 by G.M. VACUUM COATING LABORATORY, INC. and NAVITAR COATING LABS, INC., as approved by the board of directors of each of said corporations:

1. Navitar Coating Labs, Inc., which is a corporation incorporated in the State of Florida, and which is sometimes hereinafter referred to as the "Disappearing Corporation", shall be merged with and into G.M. Vacuum Coating Laboratory, Inc., which is a corporation incorporated in the State of California, and which is sometimes hereinafter referred to as the "Surviving Corporation". The laws of the jurisdiction of incorporation of the Disappearing Corporation permit the merger of a business corporation of said jurisdiction with and into a business corporation of another jurisdiction.

2. The separate existence of the Disappearing Corporation shall cease upon the effective date of the merger in accordance with the provisions of the laws of the jurisdiction of incorporation of said corporation.

3. The Surviving Corporation shall continue its existence under the name Navitar Coating Labs, Inc. pursuant to the provisions of the General Corporation Law of the State of California.

4. The Articles of Incorporation of the Surviving Corporation as now in force and effect shall be the articles of incorporation of said 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 in the State of California: "The name of the corporation shall be Navitar Coating Labs, 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 provisions of the General Corporation Law of the State of California.

5. The Bylaws of the Surviving Corporation upon the effective date of the merger in the State of California shall be the bylaws of said Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of California.

6. The directors and officers in office of the Surviving Corporation upon the effective date of the merger in the State of California shall continue to be the members of the board of directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election, choice and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.

7. Each issued share of the Disappearing Corporation shall, upon the complete effective date of the merger, be converted into one share of the Surviving Corporation. The issued shares of the Surviving Corporation, which is a wholly-owned subsidiary of the Disappearing Corporation, shall be canceled without consideration.


8. In the event that the merger herein provided for shall have been fully authorized in accordance with the provisions of the laws of the jurisdiction of incorporation of the Disappearing Corporation and in accordance with the provisions of the General Corporation Law of the State of California, the Disappearing Corporation and the Surviving Corporation hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of California, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

9. The board of directors and the proper officers of the Disappearing Corporation and of the Surviving Corporation, respectively, 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 Agreement of Merger or of the merger herein provided for.

Signed on October 20<sup>th</sup>, 2000

G.M. VACUUM COATING LABORATORY, INC.

By:

  
Julian Goldstein, President


By:

  
Jeremy Goldstein, Secretary

Signed on October 20<sup>th</sup>, 2000

NAVITAR COATING LABS, INC.

By:

  
Julian Goldstein, President

By:

  
Jeremy Goldstein, Secretary