

P98000093968

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CERTIFIED IN WILLS, TRUSTS AND ESTATE PLANNING

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December 8, 1998

Secretary of State

Division of Corporations

409 East Gaines Street

Tallahassee, Florida 32399

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-12/11/98--01075--001

****70.00 ****70.00

RE: Merger of Reliance Lamp Co., Inc., a New York corporation into Reliance Lamp Company, Inc., a Florida corporation

Dear Sir/Madam:

Enclosed please find the following for filing:

1. Articles of Merger of Reliance Lamp Co., Inc., a New York corporation with and into Reliance Lamp Company, Inc., a Florida corporation with a copy of the Plan of Merger attached.
2. Check in the amount of \$ 70.00 for the filing fee.
3. Copy of Articles of Merger so that you can return it to us and indicate your receipt as same and self addressed envelope.

Please call me if you have any questions regarding this matter.

Very truly yours,
SIMON & SIMON, P.A.

Joy B. Spill
Joy B. Spill, Esq.

JBS/lcv

cc: Michael Magun

VS DEC 29 1998

Meher

FILED
98 DEC 11 PM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE 11/1/99

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

RELIANCE LAMP CO., INC., a New York corporation not qualified to do
business in Florida

INTO

RELIANCE LAMP COMPANY, INC., a Florida corporation, P98000093968.

File date: December 11, 1998 , effective January 1, 1999

Corporate Specialist: Velma Shepard

ARTICLES of MERGER of
RELIANCE LAMP CO., INC., a New York Corporation, WITH and INTO
RELIANCE LAMP COMPANY, INC., a Florida corporation

FILED
98 DEC 11 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
1/1/99

Pursuant to the provisions of Section 607.1101 of the Florida Business Corporation Act Reliance Lamp Co., Inc., the Absorbed Corporation, organized under the laws of the State of New York, and Reliance Lamp Company, Inc., the Surviving Corporation, organized under the laws of the State of Florida, adopt the following Articles of Merger for the purpose of merging the Absorbed Corporation with and into the Surviving Corporation.

1. The Plan of Merger, attached as Exhibit A and incorporated herein, was approved by Resolution of the respective Board of Directors of the Absorbed Corporation and the Surviving Corporation in the manner prescribed by applicable law.

2. The Plan of Merger was adopted by the Shareholders of the Absorbed Corporation on November 12, 1998 pursuant to applicable law.

3. The Plan of Merger was adopted by a majority of the Shareholders of the Surviving Corporation on November 12, 1998 pursuant to applicable law.

4. The effective date of the merger is January 1, 1999.

RELIANCE LAMP CO., INC.,
a New York corporation

By: [Signature]
Michael Magun, President

RELIANCE LAMP COMPANY, INC.
a Florida corporation

By: [Signature]
Michael Magun, President

ATTEST:

[Signature]
Secretary
(Corporate Seal)

ATTEST:

[Signature]
Secretary
(Corporate Seal)

STATE OF NEW YORK
COUNTY OF Suffolk

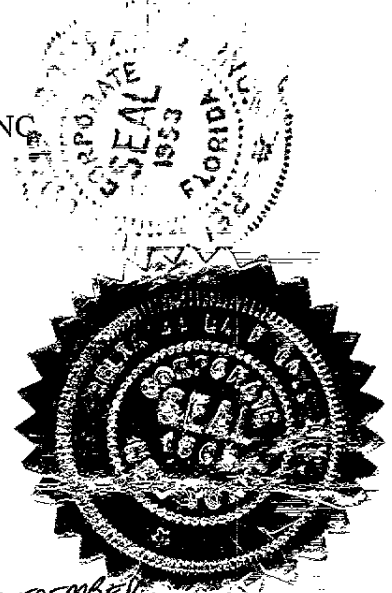
The foregoing instrument was acknowledged before me this 2nd day of December, 1998 by Michael Magun, President of Reliance Lamp Co., Inc., a New York corporation.

Personally known to me ✓
Produced Identification

Type of Identification

[Signature]
NOTARY PUBLIC

Printed Name JUDITH VOLLERT
My Commission Expires Cert. Filed with Suffolk Co. Clerk & Reg. Term Expires August 25, 2000



STATE OF NEW YORK
COUNTY OF SUFFOLK

The foregoing instrument was acknowledged before me this 2nd day of December, 1998
by Michael Magun, President of Reliance Lamp Company, Inc., a Florida corporation.

Personally known to me ✓
Produced Identification

Type of Identification

Judith Vollert
NOTARY PUBLIC

Printed Name

My Commission Expires:

JUDITH VOLLERT
NOTARY PUBLIC, State of New York
No. 52-4867765
Cert. Filed with Suffolk Co. Clerk & Reg.
Term Expires August 25, 2002

PLAN OF MERGER

Plan of Merger dated the 2 day of November, 1998 between Reliance Lamp Co., Inc., a New York corporation (hereinafter called the "Absorbed Corporation") and Reliance Lamp Company, Inc., a Florida corporation (hereinafter called the "Surviving Corporation").

WHEREAS, the Surviving Corporation is a corporation organized and existing under the laws of the State of Florida with its principal offices located at 2200 Corporate Drive, Boynton Beach, Florida; and

WHEREAS, the Surviving Corporation has 100 authorized shares of \$1.00 par value common stock of which 100 shares are issued and outstanding; and

WHEREAS, Reliance Lamp Co., Inc., a New York corporation, the Absorbed Corporation, is a corporation organized and existing under the laws of the State of New York, with its principal offices located at 125 Laser Ct., Hauppauge, New York 11788; and

WHEREAS, Reliance Lamp Co., Inc., a New York corporation has 200 authorized shares of no par value common stock of which 96 shares are issued and outstanding; and

WHEREAS, the Board of Directors of the Surviving Corporation deem it desirable and in the best interest of the Surviving Corporation and its stockholders that the Absorbed Corporation be merged into the Surviving Corporation pursuant to the provisions of §607.1101 of the Florida Business Corporation Act, in order for the transaction to qualify as a tax free reorganization pursuant to the Internal Revenue Code of 1986 as amended; and

WHEREAS, the Board of Directors of the Absorbed Corporation deem it desirable and in the best interest of the Absorbed Corporation and its stockholders that the Absorbed Corporation be merged into the Surviving Corporation pursuant to the provisions of §607.1101 of the Florida Business Corporation Act, in order for the transaction to qualify as a tax free reorganization pursuant to the Internal Revenue Code of 1986 as amended;

NOW, THEREFORE, in consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

1. Merger. Reliance Lamp Co., Inc., a New York corporation shall merge with and into Reliance Lamp Company, Inc., a Florida corporation, which shall be the Surviving Corporation.

2. Terms and Conditions. On the effective date of the merger, the separate existence of the Absorbed Corporation shall

cease. The Surviving Corporation shall succeed to all the rights, privileges, immunities and franchises, and all the property, real, personal and mixed, of the Absorbed Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the respective property of the Absorbed Corporation shall be impaired by the merger.

3. Conversion of Shares. The manner of and basis of converting the shares of the Absorbed Corporation into shares of the Surviving Corporation is as follows: each share of the common stock of the Absorbed Corporation issued and outstanding on the effective date of the merger shall be converted into one share of the common stock of the Surviving Corporation, thus it is a share for share basis. After the effective date of the merger, each holder of certificates for shares of common stock in the Absorbed Corporation shall surrender them to the Surviving Corporation in the manner that the Surviving Corporation shall legally require. On receipt of the share certificates for the Absorbed Corporation, the Surviving Corporation shall issue and exchange certificates for shares of common stock in the Surviving Corporation, representing the number of shares to which the stockholder is entitled on a share for share basis as described above.

4. Changes in Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation shall continue to be its Articles of Incorporation following the effective date of the merger.

5. Changes in By-Laws. The By-Laws of the Surviving Corporation shall continue to be its By-Laws following the effective date of the merger.

6. Directors and Officers. The directors and officers of the Surviving Corporation on the effective date of the merger shall continue as the directors and officers of the Surviving Corporation for the full unexpired term of their offices and until their successors have been elected or appointed and qualified.

7. Approval by Stockholders. This Plan of Merger shall be submitted for the approval of the stockholders of the Absorbed Corporation and the Surviving Corporation, respectively, in the manner provided by the applicable laws of the States of New York and of Florida, respectively.

8. Effective date of Merger. The effective date of this merger shall be January 1, 1999.

9. Execution of Agreement. This Plan of Merger may be executed in any number of counterparts and each such counterpart

shall constitute an original instrument.

RELIANCE LAMP COMPANY, INC., a
Florida corporation, and
RELIANCE LAMP CO., INC., a
New York corporation

*By: Michael Magun
Michael Magun, President

Attest

Michael Magun
Secretary

I, MICHAEL MAGUN as Secretary of the Surviving Corporation, certify that this Plan of Merger has been adopted pursuant to Florida State §607.1103 and that, as of today, the 2 day of November, 1998, the outstanding shares of the Surviving Corporation were such as to render §607.1103 (7) applicable.

Michael Magun
Secretary