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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/26/02
merger
sp

CT CORPORATION

December 20, 2002

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5749372 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

M/A-COM, Inc. (FL)
Merger (Survivor)
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton
Sr. Fulfillment Specialist
Jeff_Netherton@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

TECH-CERAM CORPORATION, a nonqualified Delaware corp.

M/A-COM PRIVATE RADIO SYSTEMS, INC., a Delaware corp., F00000000300

INTO

M/A-COM, INC., a Florida entity, P99000036471.

File date: December 23, 2002

Corporate Specialist: Susan Payne

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:

Name

Jurisdiction

M/A-COM, INC.

Florida

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Tech-Ceram Corporation

Delaware

M/A-COM PRIVATE RADIO SYSTEMS, INC.

Delaware

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TALLAHASSEE, 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

OR 12 / 23 / 02 (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 12/20/02

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 12/20/02

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)

Name of Corporation

Typed or Printed Name of Individual & Title

Rick @ Vides

Rick D. Hess, President

Rike & Hens

Rick D. Hess, President

Rick D'Nea

Rick D. Hess, President

AGREEMENT AND PLAN OF MERGER

This agreement and plan of merger (this "Agreement and Plan of Merger") is dated as of the 20th day of December, 2002, by and among M/A-COM, INC., a Florida corporation ("M/A-COM"), Tech-Ceram, Inc., a Delaware corporation ("Tech-Ceram") and M/A-COM PRIVATE RADIO SYSTEMS, INC., a Delaware corporation ("M/A-COM PRIVATE"). Each of Tech-Ceram and M/A-COM PRIVATE may be referred to herein as a "Merging Entity" and collectively as the "Merging Entities."

WHEREAS, M/A-COM owns all of the issued and outstanding shares of the capital stock of Tech-Ceram and M/A-COM PRIVATE; and

WHEREAS M/A-COM is desirous of merging Tech-Ceram and M/A-COM PRIVATE with and into M/A-COM; and

WHEREAS, the Boards of Directors and shareholders of each party hereto have approved this Agreement and Plan of Merger pursuant to each entity's respective Articles of Incorporation (or comparable document) and By-Laws, and intend that this Agreement and Plan of Merger constitute a plan of liquidation for purposes of Section 332 of the Internal Revenue Code.

NOW, THEREFORE, IT IS AGREED:

1. That Tech-Ceram and M/A-COM PRIVATE shall be merged with and into M/A-COM (the "Merger").
2. That M/A-COM shall be the surviving corporation (the "Surviving Corporation") in the Merger.
3. That the Merger shall be effective as of December 23, 2002 (the "Effective Time") upon the filing of Articles of Merger (or comparable document) with the Secretary of State of the respective jurisdiction of incorporation of M/A-COM and each Merging Entity, pursuant to the legal requirements of each such jurisdiction.
4. That the Articles of Incorporation of M/A-COM in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation.
5. That the By-Laws of M/A-COM in effect immediately prior to the Effective Time shall be the By-Laws of the Surviving Corporation.
6. That the directors of M/A-COM immediately prior to the Effective Time shall be the directors of the Surviving Corporation and the officers of M/A-COM immediately prior to the Effective Time shall be the officers of the Surviving Corporation.
7. That each share of capital stock of each Merging Entity issued and outstanding immediately prior to the Effective Time shall be canceled and cease to exist without any consideration being payable therefore.

8. That at the Effective Time, M/A-COM shall possess all the rights, privileges, immunities, powers and purposes of the Merging Entities, and shall by operation of law assume and be liable for all the liabilities, obligations and penalties of the Merging Entities.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed by the duly authorized representatives of each of the above named corporations, effective as of the day and year first above written.

M/A-COM INC.

By: _____

Rick D. Hess
President

Tech-Ceram, Inc.

By: _____

Rick D. Hess
President

**M/A COM PRIVATE RADIO
SYSTEMS, INC.**

By: _____

Rick D. Hess
President