

S74985

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MERGER OR SHARE EXCHANGE

INTEGRATED DEALER SYSTEMS INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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	Document Number (if known/applicable)
<u>Mosquito Corporation</u>	<u>North Carolina</u>	<u>0170048</u>

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction	Document Number (if known/applicable)
<u>Essex and Dexter Systems Inc.</u>	<u>Florida</u>	<u>574985</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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.

At the close of business on

ON 12 / 31 / 2003 (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 _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on December 19, 2003 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 _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on December 19, 2003 and shareholder approval was not required.

(Attach additional sheets if necessary)

DEC. 22, 2003 8:52PM DC LAW LAKEFOREST

NO. 785 P. 3/51

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Manitex Corporation

Marsha T. Vaughn

Marsha T. Vaughn,
Assistant Secretary

Integrated Dealer Systems Inc.

Marsha T. Vaughn

Marsha T. Vaughn,
Assistant Secretary

EXHIBIT A

FLORIDA PLAN OF MERGER

This PLAN OF MERGER was adopted for the purpose of merging Integrated Dealer Systems Inc. ("Integrated"), a Florida corporation and a wholly-owned subsidiary corporation, into Monolith Corporation ("Monolith"), a North Carolina corporation, being the parent of Integrated. Monolith is the surviving corporation and Integrated is the merging corporation.

1. Monolith, as the owner of all of the outstanding shares of Integrated, hereby merges Integrated into Monolith.
2. The separate existence of Integrated shall cease upon the effective date of the merger pursuant to the provisions of the Florida Business Corporation Act and Monolith shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the State of North Carolina.
3. The issued shares of Integrated shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished.
4. The Board of Directors and the proper officers of Integrated and of Monolith 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 Plan of Merger herein provided for.
5. The merger shall become effective at the close of business on December 31, 2003.