12/30/2009

12:46

Division of Corporations

NO.637 **P**002

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## Florida Department of State

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nter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\* رن

> MERGER OR SHARE EXCHANGE JENOPTIK Optical Systems, Inc.

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Certificate of Status	0	
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# 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, Florida Statutes.

First: The name and jurisdiction of the su	rviving corporation:	
<u>Name</u>	Jurisdiction	Document Number (If known/ applicable)
JENOPTIK Optical Systems, Inc.	Florida	\$79962
Second: The name and jurisdiction of each	h merging corporation:	
Name	Jurisdiction	Document Number (If known/ applicable)
MEMS Optical, Inc.	Delaware	N/A
JENOPTIK Polymer Systems, Inc.	New York	N/A A A
		PR PR
Third: The Plan of Merger is attached.		22 / 01
Fourth: The merger shall become effective Department of State.	e on the date the Articles of Merg	ger are filed with the Florida
OR 1 / 1 /2010 (Enter a specifican 90 days	ic date. NOTE: An effective date canno after merger file date.)	ot be prior to the date of filing or more
Fifth: Adoption of Merger by surviving of The Plan of Merger was adopted/by the Sha	corporation - (COMPLETE ONLY of the surviving corpor	ONE STATEMENT) ration on 12/18/09
The Plan of Merger was adopted by the boa	ard of directors of the surviving c r approval was not required.	orporation on
Sixth: Adoption of Merger by merging co	rporation(s) (COMPLETE ONLY (	ONE STATEMENT) tion(s) on 12/18/09
The Plan of Merger was adopted by the boa and shareholde	urd of directors of the merging cor r approval was not required.	rporation(s) on

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Seventa: SIGNATURES FO	R EACH CURPURATION	
Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title
JENOPTIK Optical system	ns, Inc. h	James J. Kumler, President
MEMS Optical, Inc.	Jely Horak	Gregg Borek, President
JENOPTIK Polymer syste	ems april Dolog	Lynn Dobosz, President

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## PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

<u>Jurisdiction</u>
Florida
g corporation:
Jurisdiction
Delaware
New York
<u> </u>

Third: The terms and conditions of the merger are as follows:

First: The name and jurisdiction of the <u>surviving</u> corporation:

100 shares of Common Stock of JENOPTIK Polymer Systems, Inc. ("JPS"), being all of the issued and outstanding shares of JPS, shall be exchanged for 250 Common Shares of JENOPTIK Optical Systems, Inc. ("JOS"), and 1,000 shares of Common Stock of MEMS Optical, Inc. ("MOI"), being all of the issued and outstanding shares of MOI, shall be exchanged for 250 Common Shares of JOS. The 100 shares of Common Stock of JPS and the 1,000 shares of Common Stock of MOI shall each be converted to 250 Common Shares of JOS, and JPS and MOI shall then merge into JOS.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See Attached

(Attach additional sheets if necessary)

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The Common Stock of JPS and MOI shall be converted into Common Shares of JOS on the basis of one share of Common Stock of JPS for 2.5 Common Shares of JOS, and four shares of Common Stock of MOI for one Common Share of JOS, respectively.

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### THE FOLLOWING MAY BE SET FORTH IF APPLICABLE: n/a

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

<u>OR</u>

Restated articles are attached:

Other provisions relating to the merger are as follows: