

12/30/2009

12:46

BOOSE CASEY #4211847715318500175380H

NO.637 0002

Division of Corporations

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**579962**

Florida Department of State  
Division of Corporations  
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**MERGER OR SHARE EXCHANGE  
JENOPTIK Optical Systems, Inc.**

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$113.75

*Manager*  
*12/31/09*

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## ARTICLES OF MERGER

(Profit Corporations)

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1-1-10

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 surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
JENOPTIK Optical Systems, Inc.	Florida	S79962

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
MEMS Optical, Inc.	Delaware	N/A
JENOPTIK Polymer Systems, Inc.	New York	N/A

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**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** 1 / 1 / 2010 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the <sup>authorized</sup> shareholders of the surviving corporation on 12/18/09.

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 <sup>authorized</sup> shareholders of the merging corporation(s) on 12/18/09.

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)

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**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

Typed or Printed Name of Individual & Title

JENOPTIK Optical Systems, Inc.

James J. Kumler, President

MEMS Optical, Inc.

Gregg Borek, President

JENOPTIK Polymer Systems, Inc.

Lynn Dobosz, President

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

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

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