

V02172

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Division of Corporations
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MERGER OR SHARE EXCHANGE

LGE Performance Systems, Inc.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


**ARTICLES OF MERGER OF
ACE MERGER SUB, INC.
WITH AND INTO
LGE PERFORMANCE SYSTEMS, INC.**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned Ace Merger Sub, Inc. and LGE Performance Systems, Inc. adopt the following Articles of Merger:

1. The name of the surviving corporation of the merger is LGE Performance Systems, Inc., a Florida corporation (the "Company"), assigned document number V02172.
2. The name of the merging corporation is ACE Merger Sub, Inc., a Florida corporation ("Merger Sub"), assigned document number P08000107133.
3. Effective upon the merger of Merger Sub with and into the Company, the name of the surviving corporation shall remain "LGE Performance Systems, Inc."
4. A copy of a Plan of Merger dated as of December 19, 2008 (the "Plan of Merger"), between Merger Sub and the Company is attached hereto as Exhibit A and incorporated herein by reference.
5. The merger shall become effective on the date and time these Articles of Merger are filed with the Secretary of State of the State of Florida.
6. The Plan of Merger was adopted December 17, 2008 by all of the shareholders of the Company entitled to vote thereon at a meeting duly called and held at which all of the shareholders of the Company were present in the manner prescribed by Florida law.
7. The Plan of Merger was adopted December 15, 2008 by all of the shareholders of Merger Sub entitled to vote thereon by unanimous written consent without a meeting in the manner prescribed by Florida law.

IN WITNESS WHEREOF, these Articles of Merger have been executed as of the 19 day of December, 2008.

ACE MERGER SUB, INC.,
a Florida corporation

By: 
Name: Calvin Schmidt
Title: President

LGE PERFORMANCE SYSTEMS, INC.,
a Florida corporation

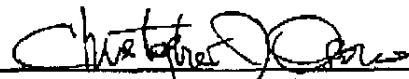
By: 
Name: Christopher J. Osorio
Title: President

EXHIBIT A

PLAN OF MERGER

THIS PLAN OF MERGER (this "Agreement"), dated as of December 19, 2008, is entered into by and between LGE PERFORMANCE SYSTEMS, INC., a Florida corporation (the "Company"), and ACE MERGER SUB, INC., a Florida corporation ("Merger Sub").

WITNESSETH:

WHEREAS, the Company is a corporation duly organized and existing under the laws of the State of Florida and, as of the date hereof, the authorized capital stock of the Company consists of 30,000 shares of Common Stock, par value \$1.00 per share (the "Company Common Stock"), of which 8,163 shares are issued and outstanding;

WHEREAS, Merger Sub is a corporation duly organized and existing under the laws of the State of Florida and, as of the date hereof, the authorized capital stock of Merger Sub consists of 100 shares of Common Stock, par value \$0.01 per share (the "Merger Sub Common Stock"), of which 1 share is issued and outstanding;

WHEREAS, the respective Boards of Directors of the Company and Merger Sub deem it advisable and in the best interests of their respective corporations and shareholders to have Merger Sub merge with and into the Company pursuant to this Agreement and the applicable provisions of the laws of the State of Florida (the "Merger") and the Board of Directors and shareholders of each of the Company and Merger Sub have approved this Agreement and the Merger contemplated hereby;

WHEREAS, the Company and Merger Sub and their respective shareholders believe it is advisable and in their mutual interests that the surviving corporation resulting from the Merger carry on and continue the historic business of the Company following the Effective Date (as defined below) of the Merger.

NOW, THEREFORE, the parties hereto, in consideration of the premises, mutual covenants and agreements herein contained, hereby agree as follows:

ARTICLE 1
THE MERGER

On the Effective Date of the Merger and in accordance with the laws of the State of Florida, Merger Sub shall merge with and into the Company, with the Company being the corporation surviving the Merger (hereafter sometimes referred to as the "Surviving Corporation") as a corporation organized and existing under the laws of the State of Florida.

ARTICLE 2
EFFECTIVE DATE

Articles of Merger, substantially in the form attached as Appendix A hereto, executed in accordance with the laws of the State of Florida shall be filed with the Secretary of State of the State of Florida. The Merger shall become effective on the date and time the Articles of Merger are filed with the Secretary of State of the State of Florida (herein sometimes referred to as the "Effective Date").

ARTICLE 3
CERTAIN RESULTS OF THE MERGER

(a) Succession by Surviving Corporation; Effects of the Merger. Upon the Merger becoming effective and by virtue thereof, the Company and Merger Sub shall become and be a single corporation, with the Company as the Surviving Corporation, and the separate corporate existence of the Company and Merger Sub shall cease. The Merger shall have the effects set forth in Section 607.1106 of the Florida Business Corporation Act.

(b) Articles of Incorporation, Bylaws and Officers and Directors of Surviving Corporation. Upon the Merger becoming effective:

(i) The Articles of Incorporation of the Company as in effect immediately prior to the Merger becoming effective, shall be amended and restated such the "Amended and Restated Articles of Incorporation" attached as Appendix B hereto shall be the articles of incorporation of the Surviving Corporation until amended in the manner provided by law and said Amended and Restated Articles of Incorporation.

(ii) The Bylaws of Merger Sub in effect immediately prior to the Merger becoming effective shall be the Bylaws of the Surviving Corporation until amended in the manner provided by law, the Amended and Restated Articles of Incorporation of the Surviving Corporation and said Bylaws.

(iii) The directors of Merger Sub immediately prior to the Merger becoming effective shall be the directors of the Surviving Corporation for the full unexpired terms of their respective offices or until their respective successors have been duly elected or appointed and qualified.

(iv) The officers of the Company immediately prior to the Merger becoming effective shall continue as the officers of the Surviving Corporation for the full unexpired terms of their respective offices or until their respective successors have been duly elected or appointed and qualified.

(c) Name of Surviving Corporation. On the Effective Date, the name of the Surviving Corporation shall remain as "LGE Performance Systems, Inc."

ARTICLE 4
CONVERSION AND EXCHANGE OF SHARES
UPON THE EFFECTIVE DATE OF THE MERGER

(a) Merger Sub Shares. Each share of Merger Sub Common Stock issued and outstanding prior to the Effective Date of the Merger shall continue to be outstanding at and after the Effective Date of the Merger as a share of Common Stock, \$0.01 par value, of the Surviving Corporation.

(b) Company Shares. Each share of the Company Common Stock issued and outstanding immediately prior to the Effective Date shall be converted into the right to receive, without interest and subject to Section 2.11(a) of that certain Agreement and Plan of Merger, dated as of December 19, 2008, among Johnson & Johnson, Merger Sub, the Company and James E. Lochr and Jack L. Groppe (the "Merger Agreement"), the Merger Consideration (as defined in the Merger Agreement).

(c) Merger Agreement. A complete copy of the Merger Agreement will be included in the minute book of the Surviving Corporation on the Effective Date of the Merger.

ARTICLE 5
MISCELLANEOUS

(a) Amendments. This Agreement shall not be modified or amended except by an instrument in writing signed by or on behalf of the parties hereto.

(b) Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

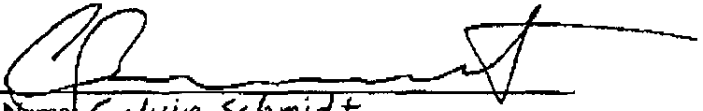
(c) Governing Law. This Agreement shall be governed in all respects, including validity, interpretation and effect, by the laws of the State of Florida.

(d) Assignment. This Agreement and all of the provisions hereof shall be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns, but neither this Agreement nor any of the rights, interest or obligations hereunder shall be assigned by any of the parties hereto without the prior written consent of the other parties.

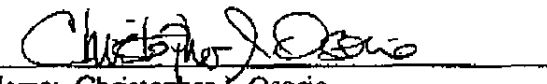
(e) Headings. The headings of the sections and articles of this Agreement are inserted for convenience only and shall not constitute a part hereof.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be duly executed on their behalf as of the date first above written.

ACE MERGER SUB, INC.,
a Florida corporation

By: 
Name: Calvin Schmidt
Title: President

LGE PERFORMANCE SYSTEMS, INC.,
a Florida corporation

By: 
Name: Christopher J. Osorio
Title: President

APPENDIX A

ARTICLES OF MERGER

ARTICLES OF MERGER OF

ACE MERGER SUB, INC.

WITH AND INTO


LGE PERFORMANCE SYSTEMS, INC.

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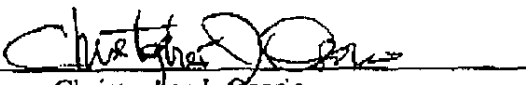
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2. The name of the merging corporation is ACE Merger Sub, Inc., a Florida corporation ("Merger Sub"), assigned document number P08000107133.
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7. The Plan of Merger was adopted December 15, 2008 by all of the shareholders of Merger Sub entitled to vote thereon by unanimous written consent without a meeting in the manner prescribed by Florida law.

IN WITNESS WHEREOF, these Articles of Merger have been executed as of the 19 day of December, 2008.

ACE MERGER SUB, INC.,
a Florida corporation

By: 
Name: Calvin Schmidt
Title: President

LGE PERFORMANCE SYSTEMS, INC.,
a Florida corporation

By: 
Name: Christopher J. Osorio
Title: President

APPENDIX B

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LGE PERFORMANCE SYSTEMS, INC.**

LGE Performance Systems, Inc. (the "Corporation") filed its original Articles of Incorporation with the Florida Department of State on December 24, 1991 (the "Original Articles") and was assigned document number V02172. The Original Articles have been amended pursuant to those certain Articles of Amendment filed with the Florida Department of State on (i) November 1, 1994, (ii) June 12, 1997, and (iii) April 28, 1998 (collectively, the "Amendments" and together with the Original Articles, the "Current Articles"). These Amended and Restated Articles of Incorporation and the amendments to the Current Articles as contained herein were duly adopted, effective December 17, 2008, by the entire Board of Directors of the Corporation and all shareholders of the Corporation, thereby being a sufficient number of votes for approval, in accordance with Sections 607.1006 and 607.1007 of the Florida Business Corporation Act and the undersigned does hereby execute and submit for filing with the Florida Department of State these Amended and Restated Articles of Incorporation as follows:

ARTICLE I - NAME

The name of the Corporation is LGE Performance Systems, Inc.

ARTICLE II - ADDRESS

The principal office and mailing address of the Corporation is 9757 Lake Nona Road, Orlando, Florida 32801.

ARTICLE III - PURPOSE

To engage in any lawful act or activity permitted under the Florida Business Corporation Act.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue 100 shares of common stock, par value \$0.01 per share.

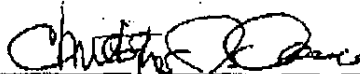
ARTICLE V - REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office of the Corporation is 1200 South Pine Island Road, Plantation, Florida, 33324, and the name of the registered agent of the Corporation at such address is C T Corporation System.

ARTICLE VI - INDEMNIFICATION

This Corporation shall indemnify any and all of its Directors, officers, employees or agents or former Directors, officers, employees or agents or any person or persons who may have served at its request as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a Director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any Directors, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation as of this 19 day of December 2008.



Christopher J. Osorio, President

REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent and to accept service of process for LGE Performance Systems, Inc. at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 607, Florida Statutes.

Dated: December 19th, 2008

Connie Bryan
Assistant Secretary
C T Corporation System, Registered Agent