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12-31-05

From:  
Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850)521-1000  
Fax Number : (850)558-1575

MERGER OR SHARE EXCHANGE  
CONTROL SOLUTIONS INTERNATIONAL, INC.

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CERTIFICATE OF MERGER  
OF  
CONTROL SOLUTIONS INTERNATIONAL, INC.  
AND

CONTROL SOLUTIONS INTERNATIONAL OF CALIFORNIA, INC.

EFFECTIVE DATE  
12-31-05

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(i) Control Solutions International of California, Inc., which is incorporated under the laws of the State of Delaware; and

(ii) Control Solutions International, Inc., which is incorporated under the laws of the State of Florida.

2. An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by Control Solutions International of California, Inc. in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware and by Control Solutions International, Inc. in accordance with the laws of the State of its incorporation.

3. The name of the surviving corporation in the merger herein certified is Control Solutions International, Inc., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the laws of the State of its incorporation.

4. The certificate of incorporation of Control Solutions International, Inc., as now in force and effect, shall continue to be the certificate of incorporation of said surviving corporation until amended and changed pursuant to the provisions of the laws of the State of its incorporation.

5. The executed Agreement of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is as follows: 400 Amherst Street, Suite 201, Nashua, New Hampshire 03063.

6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

7. The aforesaid surviving corporation does hereby agree that it may be served with

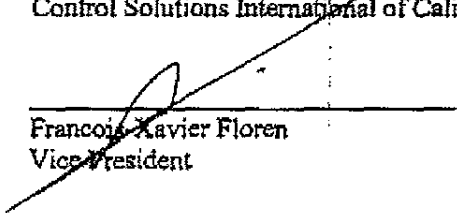
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process in the State of Delaware in any proceeding for enforcement of any obligation of Control Solutions International of California, Inc., as well as for enforcement of any obligation of said surviving corporation arising from the merger herein certified, including any suit or other proceeding to enforce the right, if any, of any stockholder of Control Solutions International of California, Inc. as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware; does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings; and does hereby specify the following as the address to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

400 Amherst Street, Suite 201, Nashua, New Hampshire 03063

8. The Agreement of Merger between the aforesaid constituent corporations provides that the merger herein certified shall be effective on December 31, 2005.

Control Solutions International of California, Inc.

  
\_\_\_\_\_  
Francois Xavier Floren  
Vice President

Control Solutions International, Inc.

  
\_\_\_\_\_  
Francois Xavier Floren  
Vice President

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## PLAN OF MERGER

PLAN OF MERGER adopted for Control Solutions International, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on December 7, 2005, and adopted for Control Solutions International of California, Inc., a business corporation organized under the laws of the State of Delaware, by resolution of its Board of Directors on December 7, 2005. The names of the corporations planning to merge are Control Solutions International, Inc., a business corporation organized under the laws of the State of Florida, and Control Solutions International of California, Inc., a business corporation organized under the laws of the State of Delaware. The name of the surviving corporation into which Control Solutions International of California, Inc. plans to merge is Control Solutions International, Inc.

1. Control Solutions International of California, Inc. and Control Solutions International, Inc., shall, pursuant to the provisions of Section 252 of the Delaware General Corporation Law and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Control Solutions International, Inc., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Control Solutions International of California, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the laws of the State of Delaware.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall at the effective time and date of merger be cancelled. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

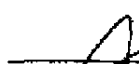
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6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the Delaware General Corporation Law, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the Delaware General Corporation Law, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Delaware and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, 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 or of the merger herein provided for.

Control Solutions International of California, Inc.

  
\_\_\_\_\_  
Francois-Xavier Floren  
Vice President

Control Solutions International, Inc.

  
\_\_\_\_\_  
Francois-Xavier Floren  
Vice President