

United States of America

STATE OF WISCONSIN

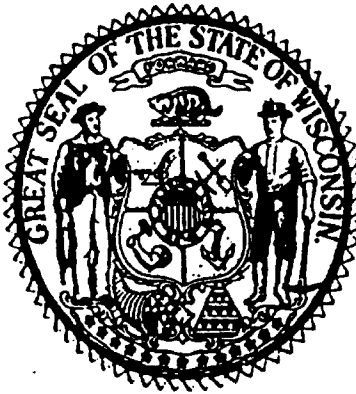
OFFICE OF THE
SECRETARY OF STATE

} SS.

To All to Whom These Presents Shall Come, Greeting:

I, DOUGLAS La FOLLETTE, Secretary of State of the State of Wisconsin and Keeper of the Great Seal thereof, do hereby certify that annexed copy has been compared by me with the document on file in this Office and that the same is a true copy thereof; and that I am the legal custodian of said document, and that this certification is in due form.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State.



Douglas La Follette
DOUGLAS La FOLLETTE
Secretary of State

BY:

Robert Karia

DATE:

SEP 24 1990

Corporation Division

ARTICLES OF MERGER

OF

PASSAVANT CORPORATION INTO ZIMPRO INC.

The undersigned corporations, pursuant to Section 180.68 of the Wisconsin Business Corporation Law, hereby execute the following Articles of Merger:

(1) The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Passavant Corporation	Delaware NR
Zimpro Inc.	Wisconsin 01 120060

(2) The laws of Delaware, the state under which Passavant Corporation is organized, permits such merger.

(3) The name of the surviving corporation shall be Zimpro/Passavant Inc. and it shall be governed by the laws of the State of Wisconsin. OK

(4) The Plan of Merger (the "Plan") is set forth in the Agreement and Plan of Merger attached hereto as Exhibit A.

(5) As to each corporation, the number of shares outstanding and the number of shares entitled to vote are as follows: (a) Passavant Corporation has 40,000 shares of Common Stock outstanding, all of which are entitled to vote, and (b) Zimpro Inc. has 20,00 shares of Common Stock outstanding, all of which are entitled to vote.

(6) As to each corporation, the number of shares voted for and against the Plan, respectively, are as follows:

(a) Passavant Corporation: 40,000 shares of Common Stock voted for the Plan and none voted against the Plan.

(b) Zimpro Inc.: 20,000 shares of Common Stock voted for the Plan and none voted against the Plan.

GRAND JURY WISCONSIN COUNTY-STATE
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GRAND JURY WISCONSIN COUNTY-STATE
FIPS #
93.00

EXHIBIT A

AGREEMENT AND PLAN OF MERGER
OF
ZIMPRO INC.
(a Wisconsin corporation)
AND
PASSAVANT CORPORATION
(a Delaware corporation)

THIS AGREEMENT AND PLAN OF MERGER (hereinafter referred to as the "Agreement") is made and entered into as of this 26th day of March, 1987 by and between ZIMPRO INC., a Wisconsin corporation (hereinafter sometimes called "Wisconsin Corporation" or "Surviving Corporation"), and PASSAVANT CORPORATION, a Delaware corporation (hereinafter sometimes called the "Delaware Corporation"), such corporations being hereinafter sometimes referred to jointly as the "Constituent Corporations".

The total number of shares of stock that the Wisconsin Corporation has authority to issue consists of 50,000 shares of Common Stock, par value \$100 per share, 20,000 of which are issued and outstanding at the date hereof, each outstanding share of the Common Stock of the Wisconsin Corporation being entitled to one vote on any matter submitted to the vote of the shareholders of the Wisconsin Corporation.

The total number of shares of stock that the Delaware Corporation has authority to issue consists of 50,000 shares of Common Stock, without par value, of which 40,000 shares are issued and outstanding at the date hereof, each outstanding share of Common Stock of the Delaware Corporation being entitled to one vote on any matter submitted to the vote of the stockholders of the Delaware corporation.

All of the issued and outstanding shares of Common Stock of the Delaware corporation and the Wisconsin Corporation are owned as of the date hereof, and shall be owned as of the effective date of the merger (as defined below), by Michigan Tech Ventures, Inc., a Michigan corporation.

The Boards of Directors of the Wisconsin Corporation and of the Delaware Corporation have each adopted resolutions approving this Agreement in accordance with applicable provisions of the statutes of the States of Delaware and Wisconsin.

IN CONSIDERATION of the foregoing and of the

agreements, covenants and provisions hereinafter contained, the Wisconsin Corporation and the Delaware Corporation hereby agree, each with the other, as follows:

ARTICLE I

The Wisconsin Corporation and Delaware Corporation shall be merged into a single corporation, in accordance with the applicable provisions of the laws of the States of Wisconsin and Delaware, by the Delaware Corporation merging into the Wisconsin Corporation, which shall survive the merger.

ARTICLE II

When the merger shall become effective in accordance with this Agreement and the applicable provisions of the laws of the States of Wisconsin and Delaware (such time being hereinafter referred to as the "effective date of the merger").

- (1) The Constituent Corporations shall be a single corporation, which shall be the Wisconsin Corporation as the Surviving Corporation, and the separate existence of the Delaware Corporation shall cease.
- (2) The Surviving Corporation shall thereupon and thereafter have all the rights, privileges, immunities and powers and be subject to all the duties and liabilities of a corporation under Wisconsin law and shall have and possess all the rights, privileges, immunities and franchises, public or private, of each of the Constituent Corporations.
- (3) All property, real, personal and mixed, all debts due on whatever account, including subscriptions and options to purchase shares, all other choses in action, and all other assets or interests of any description of or belonging to or due to each of the Constituent Corporations shall be deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in each of the Constituent Corporations shall not revert or be in any way impaired because of such merger.
- (4) The Surviving Corporation shall thenceforth be responsible and liable for all of the liabilities and obligations of each of the Constituent Corporations and all debts, liabilities and duties of the Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it; a claim existing or action or proceeding pending by or against either of the Constituent

the effective date of the merger, be cancelled and retired and all rights in respect thereof shall cease.

(2) On the effective date of the merger, each of the issued and outstanding shares of Common Stock of the Wisconsin Corporation, par value \$100 per share, shall continue to be fully paid and non-assessable shares of Common Stock, par value \$100 per share, of the Surviving Corporation.

ARTICLE V

The Surviving Corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Delaware Corporation, as well as for enforcement of any obligation of the Surviving Corporation arising from the merger provided for in this Agreement, including any suit or other proceeding to enforce the right (if any) of any stockholder as determined in appraisal proceedings pursuant to Section 262 of the Delaware General Corporation Law, and the Surviving Corporation 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 proceeding. A copy of any such process shall be mailed by the Secretary of State to Zimpro Inc., Military Road, Rothschild, Wisconsin 54474, Attention: Secretary.

IN WITNESS WHEREOF, each of the Constituent Corporations, pursuant to authority duly given by resolution adopted by its Board of Directors, has caused this Agreement to be executed in its name by its President or a Vice President and attested by its Secretary or an Assistant Secretary.

ATTEST:

Edward C. Hanpeter
Edward C. Hanpeter
Assistant Secretary

ZIMPRO INC.

By: Alfred Slatin
Alfred Slatin, President

ATTEST:

Edward C. Hanpeter
Edward C. Hanpeter
Secretary

PASSAVANT CORPORATION

By: Clark L. Pellegrini
Clark L. Pellegrini
Vice President

Articles of Incorporation

*... of ...
... to ...*

STATE OF WISCONSIN
FILED

MAR 02 1957

DOUGLAS LA FOLLETTE
SECRETARY OF STATE

50 copies

*100 copies
...
...*