



02836103

AFFIDAVIT OF PUBLICATION for Corporation Commission

ARIZONA CAPITOL TIMES

P.O. Box 2260
Phone: (602) 258-7026

Phoenix, AZ 85002
Fax: (602) 258-2504

RADIALL USA, INC.

STATE OF ARIZONA)
County of Maricopa) ss

I, Ginger Lamb as Vice President and Publisher of the Arizona Capitol Times, am authorized as agent to make this affidavit of publication. Under oath, I state that the following is true and correct.

The Arizona Capitol Times is a newspaper which is published weekly, is of general circulation and is in compliance with Arizona Revised Statutes §§ 10-140.34 & 39-201.A & B. The notice will be/has been published 3 consecutive times in the newspaper listed above.

DATES OF PUBLICATION:
06/26/2009, 07/03/2009, 07/10/2009

THE NAME OF THE CORPORATION: RADIALL USA, INC.

CORPORATE FILE NUMBER: 0218435-6

TYPE OF DOCUMENT: ARTICLES OF MERGER

AUTHORIZED
SIGNATURE: _____

RECEIVED
JUN 29 2009
ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

SUBSCRIBED AND SWORN TO BEFORE ME
ON THE 26th day of June, 2009

NOTARY SIGNATURE: _____



STATE OF ARIZONA ARTICLES OF MERGER OF RADIALL AEP, INC. (a Connecticut corporation) WITH AND INTO RADIALL USA, INC. (an Arizona corporation)

The undersigned corporation organized and existing under and by virtue of the Business Corporation Act of the State of Arizona, DOES HEREBY CERTIFY:

FIRST: The names and states of incorporation of the corporations that are parties to the merger are as follows: Name: Radiall AEP, Inc., State of Incorporation: Connecticut; Radiall USA, Inc., Arizona.

SECOND: The name and address of the known place of business of the surviving corporation are as follows: Radiall USA, Inc., an Arizona corporation, 6825 West Galveston Street, Suite 11, Chandler, AZ 85226.

THIRD: The name and address of the statutory agent of the surviving corporation are as follows: National Corporate Research Ltd., 815 North First Avenue, Suite #4, Phoenix, AZ 85003.

FOURTH: The designation, number of outstanding shares and number of votes entitled to be cast by each voting group entitled to vote separately on the Plan of Merger as to each corporation are as follows: Name of Corporation: Radiall AEP, Inc., Designation: Common Stock, no par value, Number of Outstanding Shares: 800, Number of Votes Entitled to be Cast by Each Voting Group: 800; Radiall USA, Inc., Common Stock, \$.01 par value, 14,641, 14,641.

FIFTH: The total number of undisputed votes cast for the Plan of Merger separately by each voting group is as follows: Name of Corporation: Radiall AEP, Inc., Number of Undisputed Votes Cast for the Plan of Merger: 800; Radiall USA, Inc., 14,641. The number of votes cast for the Plan of Merger by each voting group of each corporation was sufficient for approval by that voting group.

SIXTH: The effective time and date of the merger shall be 12:01 A.M. Eastern Daylight Savings Time on June 1, 2009.

IN WITNESS WHEREOF, Radiall USA, Inc., the surviving corporation, has caused these Articles of Merger to be signed by its President on this 27th day of May, 2009. RADIALL USA, INC., By: /s/ Dominique Buttin, Title: President.

PLAN AND AGREEMENT OF MERGER OF RADIALL AEP, INC. INTO RADIALL USA, INC. (an Arizona corporation) The Boards of Directors of Radiall AEP, Inc., a Connecticut corporation, and Radiall USA, Inc., an Arizona corporation, have adopted and approved this Plan and Agreement of Merger, as authorized by Section 33-815 of the Connecticut Business Corporation Act ("CBCA") and Section 10-1107 of the Arizona Business Corporation Act ("ABCA"). 1. NAMES The constituent corporations are Radiall AEP, Inc., which was incorporated in the State of Connecticut on July 5, 1973 under the name "Ondor, Inc." ("RAEP"), and Radiall USA, Inc., which was incorporated in the State of Arizona on October 27, 1989 under the name "Jerrick Connecting Devices, Inc." ("RUSA"). All of the outstanding shares of both RAEP and RUSA are owned by Radiall America, Inc. The name of the surviving corporation is Radiall USA, Inc., an Arizona corporation, which is sometimes referred to herein as the "Surviving Corporation". 2. SHARES OF CONSTITUENT CORPORATIONS As to each of the constituent corporations, the designation and number of outstanding shares of each class and series, all of which are entitled to vote on this Plan and Agreement of Merger, and each of which are entitled to vote as a class, are as follows: Name of Corporation: RAEP, Designation: Common Stock, no par value, Number of Shares Outstanding and Entitled to Vote: 800; RUSA, Common Stock, \$.01 par value, 14,641. 3. TERMS AND CONDITIONS The terms and conditions of the proposed merger are as follows: (a) Effective Time of Merger. At 12:01 A.M. Eastern Daylight Savings Time on June 1, 2009 (the "Effective Time"), RAEP shall be merged with and into RUSA, the Surviving Corporation, with the effects prescribed in Section 33-820 of the CBCA and Sec-