

40463
RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
DEC 24 PM 12:02

Filing Fee: See Instructions

ID Number: 40463



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

ARTICLES OF MERGER OR CONSOLIDATION INTO

INTERCONNECT SYSTEMS, INC.

(Insert full name of surviving or new entity on this line.)

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the General Laws of Rhode Island, 1956, as amended, the undersigned entities submit the following Articles of ☒ Merger or ☐ Consolidation (**check one box only**) for the purpose of merging or consolidating them into one entity.

- a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the state under which each is organized are:

<u>Name of entity</u>	<u>Type of entity</u>	<u>State under which entity is organized</u>
Interconnect Systems, Inc.	Business corporation	Rhode Island
Comm Con Worldwide, Inc.	Business corporation	California
Interconnect Systems, Inc.		

- b. The laws of the state under which each entity is organized permit such merger or consolidation.
- c. The full name of the surviving or new entity is Interconnect Systems, Inc.
which is to be governed by the laws of the state of Rhode Island
- d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (**Attach Plan of Merger or Consolidation**)
- e. If the surviving entity's name has been amended via the merger, please state the new name:
N/A
- f. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that it: (i) may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; (ii) irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and (iii) the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:
N/A
- g. These Articles of Merger or Consolidation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing December 31, 2009

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.2 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic corporation the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.2 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

FILED
DEC 24 2009
106900 12:03

b. Complete the following subparagraphs i and ii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i) The name of the subsidiary corporation is Comm Con Worldwide, Inc., a California corporation

ii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation (such date shall not be less than 30 days from the date of filing) November 30, 2009

c. As required by Section 7-1.2-1003 of the General Laws, the corporation has paid all fees and franchise taxes.

.....
SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.
- b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

.....
SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED

- a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:
- _____
- b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

.....
SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Under penalty of perjury, we declare and affirm that we have examined these Articles of Merger or Consolidation, including any accompanying attachments, and that all statements contained herein are true and correct.

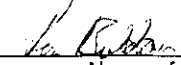
Interconnect Systems, Inc.

Print Entity Name

By: 
Name of person signing

William P. Miller, President

Title of person signing

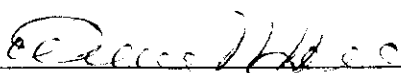
By: 
Name of person signing

Louis Buldain, Secretary

Title of person signing

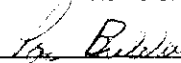
Comm Con Worldwide, Inc.

Print Entity Name

By: 
Name of person signing

William P. Miller, President

Title of person signing

By: 
Name of person signing

Louis Buldain, Secretary

Title of person signing

**UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS OF
INTERCONNECT SYSTEMS, INC.**

Pursuant to Section 7-1.2-810 of the Rhode Island Business Corporation Act, the following action is hereby taken by the unanimous written consent of the Board of Directors without a meeting:

WHEREAS, Interconnect Systems, Inc. ("ISI") owns 100% of the outstanding shares of Comm Con Worldwide, Inc., a California corporation; and

WHEREAS, it is deemed in the best interest of ISI to effect a merger of Comm Con Worldwide, Inc. into ISI;

NOW, THEREFORE, IT IS:

RESOLVED: That Comm Con Worldwide, Inc., a California corporation be merged into ISI pursuant to Sections 7-1.2-1004 and 7-1.2-1006 of the Rhode Island Business Corporation Act; and

RESOLVED FURTHER: That ISI hereby assumes all of the liabilities of Comm Con Worldwide, Inc.; and

RESOLVED FURTHER: That the officers of this corporation are hereby directed to do all acts and to execute, verify and file all documents necessary to effectuate the merger of Comm Con Worldwide, Inc. into ISI pursuant to the foregoing provisions of the Rhode Island Business Corporation Act, including without limitation the execution and filing of Articles of Merger with the Rhode Island Secretary of State, and pursuant to any applicable provisions of the California Corporations Code, including without limitation the filing of a Certificate of Ownership with the California Secretary of State; and

RESOLVED FURTHER: That the foregoing resolutions shall constitute a "Plan of Merger" for purposes of applicable law; and

RESOLVED FURTHER: That the merger of Comm Con Worldwide, Inc. into ISI shall be effective as of 11:59 p.m. on December 31, 2009.

The foregoing Resolutions are adopted effective November 30, 2009.

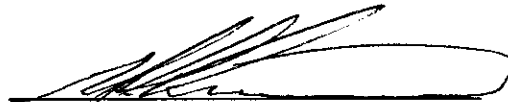


William P. Miller
Director

Robert Kuk
Director

Jerry Labowitz
Director

Richard Weiss
Director



Glen Griswold
Director

Peter Johnson
Director

**UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS OF
INTERCONNECT SYSTEMS, INC.**

Pursuant to Section 7-1.2-810 of the Rhode Island Business Corporation Act, the following action is hereby taken by the unanimous written consent of the Board of Directors without a meeting:

WHEREAS, Interconnect Systems, Inc. ("ISI") owns 100% of the outstanding shares of Comm Con Worldwide, Inc., a California corporation; and

WHEREAS, it is deemed in the best interest of ISI to effect a merger of Comm Con Worldwide, Inc. into ISI;

NOW, THEREFORE, IT IS:

RESOLVED: That Comm Con Worldwide, Inc., a California corporation be merged into ISI pursuant to Sections 7-1.2-1004 and 7-1.2-1006 of the Rhode Island Business Corporation Act; and

RESOLVED FURTHER: That ISI hereby assumes all of the liabilities of Comm Con Worldwide, Inc.; and

RESOLVED FURTHER: That the officers of this corporation are hereby directed to do all acts and to execute, verify and file all documents necessary to effectuate the merger of Comm Con Worldwide, Inc. into ISI pursuant to the foregoing provisions of the Rhode Island Business Corporation Act, including without limitation the execution and filing of Articles of Merger with the Rhode Island Secretary of State, and pursuant to any applicable provisions of the California Corporations Code, including without limitation the filing of a Certificate of Ownership with the California Secretary of State; and

RESOLVED FURTHER: That the foregoing resolutions shall constitute a "Plan of Merger" for purposes of applicable law; and

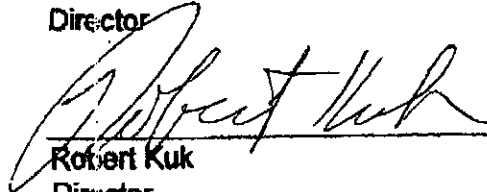
RESOLVED FURTHER: That the merger of Comm Con Worldwide, Inc. into ISI shall be effective as of 11:59 p.m. on December 31, 2009.

Post-It™ brand fax transmittal memo 7671		# of pages ▶ 2
To	From	
Louis Bukdian	Bob Kuk	
Co.	Co.	
FST		
Dept.	Phone #	
Fax #	Fax #	
805-482-8470		

The foregoing Resolutions are adopted effective November 30, 2009.



William P. Miller
Director



Robert Kuk
Director

Jerry Labowitz
Director

Richard Weiss
Director



Glen Griswold
Director

Peter Johnson
Director

**UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS OF
INTERCONNECT SYSTEMS, INC.**

Pursuant to Section 7-1.2-810 of the Rhode Island Business Corporation Act, the following action is hereby taken by the unanimous written consent of the Board of Directors without a meeting:

WHEREAS, Interconnect Systems, Inc. ("ISI") owns 100% of the outstanding shares of Comm Con Worldwide, Inc., a California corporation; and

WHEREAS, it is deemed in the best interest of ISI to effect a merger of Comm Con Worldwide, Inc. into ISI;

NOW, THEREFORE, IT IS:

RESOLVED: That Comm Con Worldwide, Inc., a California corporation be merged into ISI pursuant to Sections 7-1.2-1004 and 7-1.2-1006 of the Rhode Island Business Corporation Act; and

RESOLVED FURTHER: That ISI hereby assumes all of the liabilities of Comm Con Worldwide, Inc.; and

RESOLVED FURTHER: That the officers of this corporation are hereby directed to do all acts and to execute, verify and file all documents necessary to effectuate the merger of Comm Con Worldwide, Inc. into ISI pursuant to the foregoing provisions of the Rhode Island Business Corporation Act, including without limitation the execution and filing of Articles of Merger with the Rhode Island Secretary of State, and pursuant to any applicable provisions of the California Corporations Code, including without limitation the filing of a Certificate of Ownership with the California Secretary of State; and

RESOLVED FURTHER: That the foregoing resolutions shall constitute a "Plan of Merger" for purposes of applicable law; and

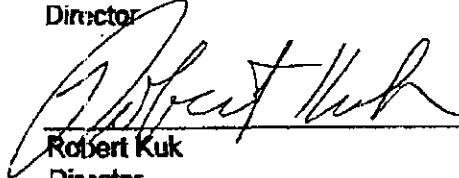
RESOLVED FURTHER: That the merger of Comm Con Worldwide, Inc. into ISI shall be effective as of 11:59 p.m. on December 31, 2009.

Post-It™ brand fax transmittal memo 7671		# of pages ▶ 2	
To	From	Co.	Phone #
Louis Buldwin	Bob Kuk		
Co. FST			
Dept.			
Fax #	805-482-8470		

The foregoing Resolutions are adopted effective November 30, 2009.



William P. Miller
Director



Robert Kuk
Director

Jerry Labowitz
Director

Richard Weiss
Director



Glen Griswold
Director

Peter Johnson
Director

The foregoing Resolutions are adopted effective November 30, 2009.



William P. Miller
Director

Robert Kuk
Director

Jerry Labowitz
Director

Richard Weiss
Director



Glen Griswold
Director



Peter Johnson
Director

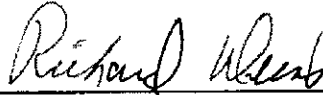
The foregoing Resolutions are adopted effective November 30, 2009.



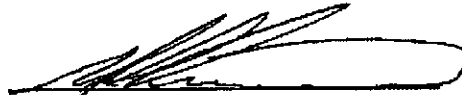
William P. Miller
Director

Robert Kuk
Director

Jerry Labowitz
Director



Richard Weiss
Director

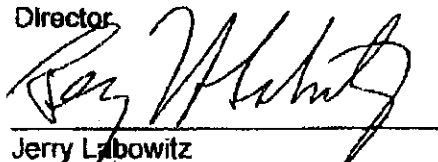


Glen Griswold
Director

Peter Johnson
Director

The foregoing Resolutions are adopted effective November 30, 2009.


William P. Miller
Director

Robert Kuk
Director

Jerry Labowitz
Director

Richard Weiss
Director


Glen Griswold
Director

Peter Johnson
Director