

## STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

## ARTICLES OF MERGER OR CONSOLIDATION INTO

(To Be Filed In Duplicate Original)

	EV Group US, Inc.		
	(Insert full name of surviving or n	iew entily on this line.)	
SE	CTION I: TO BE COMPLETED BY ALL MERGING OR	CONSOLIDATING ENTITIES	
Pui foli ent	rsuant to the applicable provisions of the Rhode Island General owing Articles of <b>X</b> Merger <u>or</u> Consolidation (check one bounty).	Laws, 1956, as amended, the unders x only) for the purpose of merging or co	igned entities submit the insolidating them into one
a.	The name and type (for example, business corporation, non-profit each of the merging or consolidating entities and the states under	corporation, limited liability company, li which each is organized are:	mited partnership, etc.) of State under which
	Name of entity	Type of entity	entity is organized
 ر م	EV Group, Inc.	Business corporation	<u>Arizona</u>
	EV Group US, Inc.	Business corporation	<u>RI</u>
d. e.	The full name of the surviving or new entity is <b>EV Group US</b> , which is to be governed by the laws of the state of <b>Rhode Islan</b> The attached Plan of Merger or Consolidation was duly authorescribed by the laws of the state under which each entity is organife the surviving entity's name has been amended via the merger, possible <b>EV Group, Inc.</b>	orized, approved, and executed by ea inized. (Attach Plan of Merger or Con- please state the new name:	solidation)
	If the surviving or new entity is to be governed by the laws of a s not qualified to conduct business in the state of Rhode Island, the in any proceeding for the enforcement of any obligation of any dirrevocably appoints the Secretary of State as its agent to access address to which a copy of such process of service shall be mailed.  The future effective date (which shall be a date or time certain no	entity agrees that: it may be served wit domestic entity which is a party to the rept service of process in any action, sud to it by the Secretary of State is:	n process in Knode Island merger or consolidation; it it, or proceeding; and the
J.	or, in the case of a subsidiary merger, on or after the 30th day shareholders of the subsidiary corporation) of the merger or consci	y after the mailing of a copy of the agolidation is (if upon filing, so state) Sep	reement of merger to the tember 30, 200

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A <u>BUSINESS CORPORATION</u> PURSUANT TO TITLE 7, CHAPTER 1.1 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares outstanding entitled to vote on the Plan of Merger or Consolidation, respectively, and, if the shares

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EV Group, Inc.  EV Group US, Inc.  If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are in to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of under which the corporation is organized, in which event that fact shall be set forth), state below as to each business of the total number of shares voted for and against such plan, respectively, and as to each class entitled to vote thereon state the number of shares of each class voted for and against the plan, respectively. Total total number of shares of each class voted for and against the plan, respectively.  Entitled to Vote as a Class Name of Business Corporation Voted For Voted Against Class Voted For Voted Section (Class Voted For Voted Against Class Voted For Voted Section (Class Voted For Voted Against Class Voted For Voted Section (Class Voted For Voted Against Class Voted For Voted Section (Class Voted For Voted Against Class Voted For Voted Against Voted Against Class Voted For Voted Against Voted Against Voted Against Class Voted For Voted Against Voted Against Voted Against Voted Against Class Voted For Voted Against Voted Against Voted Against Class Voted For Voted Against Voted Against Voted Against Class Voted For Voted Against Voted Against Class Voted For Voted Against Class Voted For Voted Against Voted Agai	<u>nares</u>		<u>Entitle</u> Designa		Total Number o			
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SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A <u>LIMITED PARTNERSHIP</u> PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED

appeared Robert H. Michaels	 а	The agreement of merger or consolidation is on file at the place of business of the sun partnership or other business entity and the address thereof is:	viving or resulting domestic limited
Print Entity Name  President  Robert Name Secretary  It le of person signing  Secretary  Title of person signing  The of person signing  Title of person signing  Secretary  Title of person signing  The object of person signing  The object of person signing  Secretary  Robert H. Michaels  President  Of the above-named entity and that he'she is it authorized agent, and that the statements herein contained are true.  Print Entity Name  President  Robert Name Secretary  Robert Name	b.	other business entity, on request and without cost, to any partner of any domestic limited pa	lting domestic limited partnership or artnership or any person holding an
Print Entity Name  President Title of person signing  Robert Name of person signing  By:    Name of person signing   Secretary			ES
Robert Page of person signing  Robert Name of person signing  Robert Rhode Island  COUNTY OF Providence  In Providence on this // day of September 2001, before me personal who, being duly sworn, declared that he/she is to President of the above-named entity and that the statements herein contained are true.  Robert Name Robert Hame Providence  By: Notary Public Name  Robert Name Robe	EA		
Robert Name Objection and Island COUNTY OF Providence  In Providence on this President of the above-named entity and the state of person signing  EV Group, Inc.  Print Entity Name  Robert Name Object Name Object Name of the above-named entity and the state of person signing  By		Print Entity Name	
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Robert Name of Derson signing  Robert Name of Derson signing  Secretary  Title of person signing  Robert Name of Derson signing  Robert H. Michaels  President  Of the above-named entity and that the foregoing document as successful to the statements herein contained are true.  Print Entity Name  By:  Robert Name providence  Robert Name providence  Robert Name providence  Robert Name providence  In Providence  Robert Name providence  In Provid	Ву:	Title of p	erson signing
Robert Name of person signing  STATE OF Rhode Island COUNTY OF Providence  In Providence on this // day of September 2001, before me personal appeared Robert H. Michaels of the above-named entity and that he foregoing document as successful authorized agent, and that the statements herein contained are true.  President of the above-named entity and that he foregoing document as successful authorized agent, and that the statements herein contained are true.  Print Entity Name  Secretary Robert Name Represensinging  By: President Title of person signing  Secretary Robert Name Represensinging  Fresident Title of person signing  Secretary  Robert Name Represensinging  Title of person signing document as successful authorized agent, and that the statements herein contained are true.  Notary Public who, being duly sworn, declared that he/she is to the above-named entity and that he/she signed the foregoing document as successful authorized agent, and that the statements herein contained are true.  Notary Public Represensing Signing Secretary  Notary Public Represensing Secretary  Notary Public Secretary  Notary Public Secretary  Notary Public Secretary  Notary P		/ Kopert H/ Michaels	5.55. s.gg
Robert B: RerkeThatmmer  STATE OF Rhode Island  COUNTY OF Providence  In Providence  Of the above-named entity and that he foregoing document as successful to the statements herein contained are true.  Notary Public  Notary Public  Notary Public  Robert In Providence  In Prov	Ву:		
STATE OF Rhode Island COUNTY OF Providence  In Providence on this // day of September 2001, before me personal appeared Robert H. Michaels who, being duly sworn, declared that he/she is it President of the above-named entity and that he/she signed the foregoing document as successful authorized agent, and that the statements herein contained are true.    Notary Public   Notary Pu	•	Name of person signing Title of p	erson signing
Providence   On this   7   Day of   September   2001   Defore me personal who, being duly sworn, declared that he/she is it   President   Of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.    Print Entity Name   President   Notary Public   Notary Pub	СT		
In Providence on this 17 day of September 2001, before me personal appeared Robert H. Michaels who, being duly sworn, declared that he/she is it President of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.  Notary Public Notar			
In Providence on this // day of September 2001 before me personal who, being duly sworn, declared that he/she is the President of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.    Notary Public   Notary	CC		
Appeared Robert H. Michaels of the above-named entity and that he/she signed the foregoing document as surface agent, and that the statements herein contained are true.  Notary Public			. 2001 , before me personally
authorized agent, and that the statements herein contained are true.  Notary Public My Commission Expires:  Notary Public My Commission Expires  Notary Public			
authorized agent, and that the statements herein contained are true.    Notary Public   Notary		President of the above named entity and that be/she sig	
By: Print Entity Name  Robert Name President  Robert Name Reference Training  Secretary  Robert Name Reference Training  State of Rhode Island  COUNTY OF Providence  In Providence on this /7 1 day of September , 2001, before me personal appeared Robert H. Michaels who, being duly swom, declared that he/she is to President of the above-named entity and that he/she signed the foregoing document as su authorized agent, and that the statements herein contained are true.  Notary Public Carles Freedman	aut	authorized agent, and that the statements herein contained are true.	Caclas Frederica
Print Entity Name  Print Entity Name  President  Robert Name programme programmer  Robert Name programmer  Robert Name programmer  Robert Name programmer  STATE OF Rhode Island  COUNTY OF Providence  In Providence  I		Notary Public  My Commission Expires:	Phode Island #0194 Why commission expires: 06/10/2005
By:	E	EV Group, Inc.	
Robert Name programs in particular Secretary  Robert Name Brograms in Secretary  Robert Name Brograms in Secretary  Title of person signing  State of Rhode Island  COUNTY OF Providence  In Providence on this 17 1 day of September 2001, before me personal appeared Robert H. Michaels who, being duly sworm, declared that he/she is to President of the above-named entity and that he/she signed the foregoing document as su authorized agent, and that the statements herein contained are true.  Notary Public County Funds Signed Notary Public County State Freedman Notary Public S		Xi / / / / / / / / / / / / / / / / / / /	
Robert Name present signing  By:	<b>D.</b>	By KNI/MMM Procident	
Robert Name Berker Findinger  STATE OF Rhode Island COUNTY OF Providence  In Providence on this 17 fl day of September 2001, before me personal appeared Robert H. Michaels who, being duly sworn, declared that he/she is to the above-named entity and that he/she signed the foregoing document as su authorized agent, and that the statements herein contained are true.  Notary Public Cartia Freedman Notary Public Cartia Freedman Notary Public Notary Pu	ву		person signing
Robert Name Berker Hallimer  STATE OF Rhode Island COUNTY OF Providence  In Providence on this /7 day of September 2001, before me personal appeared Robert H. Michaels who, being duly sworn, declared that he/she is the President of the above-named entity and that he/she signed the foregoing document as su authorized agent, and that the statements herein contained are true.  Notary Public Cart has Freedman Notary Public Cart has Freedman Notary Public Resident Notary Public Resi		Robert in the naces	
STATE OF Rhode Island COUNTY OF Providence  In Providence on this // day of September 2001, before me personal who, being duly sworn, declared that he/she is to the above-named entity and that he/she signed the foregoing document as su authorized agent, and that the statements herein contained are true.  Notary Public	Ву	By	omen cignica
COUNTY OF Providence  In Providence on this 171 day of September 2001, before me personal appeared Robert H. Michaels who, being duly sworn, declared that he/she is to the above-named entity and that he/she signed the foregoing document as su authorized agent, and that the statements herein contained are true.  Notary Public		Robert Berkernammer	sison signing ·
COUNTY OF Providence  In Providence on this 171 day of September 2001, before me personal appeared Robert H. Michaels who, being duly sworn, declared that he/she is to the above-named entity and that he/she signed the foregoing document as su authorized agent, and that the statements herein contained are true.  Notary Public Cart in Freedman Notary Public Cart in Freedman Notary Public Notar	ST	STATE OF Rhode Island	
In Providence on this 171 day of September 2001, before me personal appeared Robert H. Michaels who, being duly sworn, declared that he/she is to the President of the above-named entity and that he/she signed the foregoing document as su authorized agent, and that the statements herein contained are true.  Notary Public Carl its Freedman Newsy Public Notary Public		STATE OF	
appeared Robert H. Michaels			
appeared Robert H. Michaels who, being duly sworn, declared that he/she is to President of the above-named entity and that he/she signed the foregoing document as su authorized agent, and that the statements herein contained are true.  Notary Public Carlie Freedman Notary Public Residents as 124.		In Providence on this 17 <sup>th</sup> day of September	, 2001, before me personally
authorized agent, and that the statements herein contained are true.  Notary Public  Cart in Freedman Notary Public  Cart in Freedman Notary Public Notary P	an	appeared Robert H. Michaels who heined	<del></del>
authorized agent, and that the statements herein contained are true.  Notary Public  Carl in Freedman Notary Public  Control of the Freedman Notary Public  Control of the Freedman Notary Public Notary Public Notary Public			
Notary Public  Notary			7
84. Commission Evaluate Project	au	authorized agent, and that the statements herein writings are true.	6-1
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M. Commission European Statement 5124			Carl ira Freedman Notary Public
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## PLAN OF MERGER

This Plan of Merger is adopted by EV Group, Inc., a business corporation organized under the laws of the State of Arizona, by resolution of its Board of Directors and Shareholders on August 30, 2001, and adopted by EV Group US, Inc., a business corporation organized under the laws of the State of Rhode Island, by resolution of its Board of Directors and Shareholders on August 30, 2001.

- 1. EV Group, Inc. and EV Group US, Inc. shall, pursuant to the provisions of the Arizona Business Corporation Act and the provisions of the Rhode Island General Laws, be merged with and into a single corporation, to wit, EV Group US, 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 the Surviving Corporation. The name of the Surviving Corporation shall be changed to EV Group, Inc. pursuant to the provisions of the laws of the jurisdiction of the State of Rhode Island, its state of organization. The separate existence of EV Group, 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 provisions of the Arizona Business Corporation Act.
- 2. The Certificate of Incorporation of the Surviving Corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the Certificate of Incorporation of said Surviving Corporation; and said Certificate of Incorporation shall continue in full force and effect, except that the name of the Surviving Corporation shall be changed to EV Group, Inc., until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the Surviving Corporation.
- 3. The bylaws of the Surviving Corporation at the effective time and date of the merger in the jurisdiction of its organization 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 laws of the State of Rhode Island.
- 4. The directors and officers in office of the Surviving Corporation at the effective time and date of the merger in the jurisdiction of its organization 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 be deemed cancelled for no consideration. 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 date and time of the merger shall continue to represent one issued share of the Surviving Corporation.
- 6. The Plan of Merger herein made and approved shall be submitted to the Board of Directors and Shareholders of the Non-Surviving Corporation for their approval or rejection in the manner prescribed by the provisions of the Arizona Business Corporation Act, and the merger of the Non-Surviving Corporation with and into the Surviving Corporation shall be authorized in the manner prescribed by the laws of the State of Rhode Island.
  - 7. In the event that the Plan of Merger shall have been approved by the Board of

Directors and Shareholders entitled to vote of the Non-Surviving Corporation in the manner prescribed by the provisions of the Arizona Business Corporation Act, and 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 laws of the State of Rhode Island, 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 Arizona and of the State of Rhode Island, 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.

EV Grou

By:

EV Group

Bv:

Pres

EV Group-Plan of Merger.wpd