

# State of New Hampshire

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Date Filed: 12/31/2008  
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William M. Gardner  
Secretary of State

Filing fee: \$35.00

Use black print or type.

Form must be single-sided, on 8 1/2" x 11" paper;  
double sided copies will not be accepted.

RSA 293-A:11.05

## ARTICLES OF MERGER OF DOMESTIC CORPORATIONS

Sulzer Mixpac USA Inc.  
(surviving corporation)

PURSUANT TO THE PROVISIONS OF THE NEW HAMPSHIRE BUSINESS CORPORATION ACT, THE UNDERSIGNED CORPORATIONS ADOPT THE FOLLOWING ARTICLES OF MERGER FOR THE PURPOSE OF MERGING THEM INTO ONE OF SUCH CORPORATIONS:

FIRST: The plan of merger was approved by each of the undersigned corporations in the manner prescribed by the New Hampshire Business Corporation Act. **THE PLAN OF MERGER IS ATTACHED.** (Note 1)

Name of Corporation: Sulzer Mixpac USA Inc.

- (Check one) A.  Shareholder approval was not required.  
B.  Shareholder approval was required. (Note 2)

Designation (class or series) of <u>voting group</u>	No. of shares <u>outstanding</u>	Total no. of votes entitled <u>to be cast</u>	Total no. of votes cast		<u>OR</u>	Total no. of undisputed votes <u>FOR</u>
			<u>FOR</u>	<u>AGAINST</u>		

\*\*\*\*\*

Name of Corporation: Mixpac Equipment, Inc.

- (Check one) A.  Shareholder approval was not required.  
B.  Shareholder approval was required. (Note 2)

Designation (class or series) of <u>voting group</u>	No. of shares <u>outstanding</u>	Total no. of votes entitled <u>to be cast</u>	Total no. of votes cast		<u>OR</u>	Total no. of undisputed votes <u>FOR</u>
			<u>FOR</u>	<u>AGAINST</u>		
Common	100	100				100

State of New Hampshire  
Form 21 - Articles of Merger Between Domestic Corporations 6 Page(s)

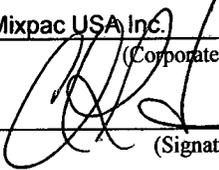


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SECOND: The number of votes cast for the plan by each voting group was sufficient for approval by each voting group.

THIRD: The aggregate number of shares, which the surviving corporation has authority to issue as a result of the merger is: 100 Shares

Sulzer Mixpac USA Inc. (Note 3)  
(Corporate Name)

 (Note 4)  
(Signature)

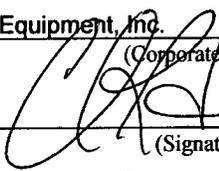
Chris Isom  
(Print or type name)

President, Secretary, Treasurer (Note 4)  
(Title)

Date signed: 12/29/08

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Mixpac Equipment, Inc. (Note 3)  
(Corporate Name)

 (Note 4)  
(Signature)

Chris Isom  
(Print or type name)

President, Secretary, Treasurer (Note 4)  
(Title)

Date signed: 12/29/08

- Notes:
1. The Plan of Merger must be submitted with this form.
  2. All sections under "B" must be completed. If any voting group is entitled to vote separately, give respective information for each voting group. (See RSA 293-A:1.40 for definition of voting group.)
  3. Exact corporate names of respective corporations executing the Articles.
  4. Signature and title of person signing for the corporation. Must be signed by chairman of the board of directors, president or other officer; or see RSA 293-A:1.20(f) for alternative signatures.

DISCLAIMER: All documents filed with the Corporate Division become public records and will be available for public inspection in either tangible or electronic form.

Mail fee and DATED AND SIGNED ORIGINAL (INCLUDING PLAN OF MERGER) to: Corporate Division, Department of State, 107 North Main Street, Concord NH 03301-4989.

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Plan") is dated as of December 29, 2008, by and between Mixpac Equipment, Inc., a New Hampshire corporation (the "Merging Corporation") and Sulzer Mixpac USA Inc., a New Hampshire corporation (the "Surviving Corporation"). (Said corporations being hereinafter sometimes collectively referred to as the "Constituent Corporations").

### WITNESSETH:

WHEREAS, the Boards of Directors of the Constituent Corporations deem it advisable for the general welfare and advantage of Constituent Corporations and their stockholders that the Constituent Corporations merge into a single corporation pursuant to this Plan, and the Constituent Corporations respectively desire to so merge pursuant to this Plan and pursuant to the applicable provisions of the laws of the State of New Hampshire;

NOW, THEREFORE, in consideration of the promises and of the mutual agreements herein contained, the parties hereby agree, in accordance with the applicable provisions of the laws of the State of New Hampshire, that the Constituent Corporations shall be merged into a single corporation, namely Sulzer Mixpac USA Inc., a New Hampshire corporation, one of the Constituent Corporations, which is not a new corporation, and which shall continue its corporate existence and be the corporation surviving the merger, and the terms and conditions of the merger hereby agreed upon (hereafter called the "Merger"), which the parties covenant to observe, keep and perform and the mode of carrying the same into effect, are and shall be as hereinafter set forth:

1. Effective Time of the Merger

At the effective time of the Merger, the separate existence of Merging Corporation shall cease and Merging Corporation shall be merged into the Surviving Corporation. Consummation of this Plan shall be effected as of the date on which the Articles of Merger is filed in the office of the Secretary of State of the State of New Hampshire.

2. Governing Law; Articles of Incorporation

The laws which are to govern the Surviving Corporation are the laws of the State of New Hampshire. The Articles of Incorporation of Sulzer Mixpac USA Inc. shall be the Articles of Incorporation of the Surviving Corporation and shall remain in effect after the effective time of the Merger until the same shall be amended or altered in accordance with the provisions thereof.

3. By-Laws

The By-Laws of Sulzer Mixpac USA Inc. at the effective time of the Merger shall be the By-Laws of the Surviving Corporation until the same shall be altered or amended in accordance with the provisions thereof.

4. Directors and Officers

The Directors of Sulzer Mixpac USA Inc. at the effective time of the Merger shall be the directors of the Surviving Corporation until their respective successors are duly elected and qualified. Subject to the authority of the Board of Directors as provided by applicable law and the By-Laws of the Surviving Corporation, the officers of Sulzer Mixpac USA Inc. at the effective time of the Merger shall be the officers of the Surviving Corporation.

5. Cancellation of Shares in the Merger

(a) Stock of Surviving Corporation. All of the shares of common stock of the Surviving Corporation issued and outstanding at the effective time of the Merger shall remain issued shares of common stock of the Surviving Corporation.

(b) Stock of Merging Corporation. At the effective time of the Merger, each share of common stock of the Merging Corporation issued and outstanding, by virtue of the Merger and without any action on the part of the holder thereof, shall be canceled and no consideration shall be issued in respect thereof. Each share of common stock of the Merging Corporation held in its treasury at the effective time of the Merger shall be cancelled and shall not be converted.

(c) Surrender of Certificates. As soon as practicable after the Merger becomes effective, the stock certificate representing common stock of the Merging Corporation issued and outstanding at the time the Merger becomes effective shall be surrendered for retirement and cancellation.

6. Effect of Merger

At the effective time of the Merger, the Merging Corporation shall be merged into the Surviving Corporation by the transfer to the Surviving Corporation of all of the assets of the Merging Corporation, subject to all of its liabilities and obligations, which liabilities and obligations the Surviving Corporation shall assume.

7. Approval of Stockholder, Board of Directors; Filing of Articles of Merger

This Plan has been submitted to the stockholders and Board of Directors of each of the Constituent Corporations, as provided by law and their respective certificates of incorporation, and the stockholders and Board of Directors have approved this Plan and the subject Merger by the unanimous consent of the Directors and stockholders, all of even date herewith.

Under the laws of the State of New Hampshire, action by the stockholders of the Surviving Corporation are not required.

After such adoption and approval, and subject to the conditions contained in this Plan, Articles of Merger in substantially the form annexed hereto as Exhibit A shall be signed, verified and delivered to the Secretary of State of the State of New Hampshire for filing.

8. Miscellaneous

(a) Termination and Abandonment. Anything herein to the contrary notwithstanding, this Plan may be terminated and abandoned at any time before the effective time of the Merger, whether before or after adoption or approval of this Plan by the stockholders or Board of Directors of the Constituent Corporations by the mutual consent of the Boards of Directors of the Constituent Corporations.

(b) Amendments. Any of the terms or conditions of this Plan may be modified or waived at any time before the effective time of the Merger by the party which is, or the stockholders of which is, entitled to the benefit thereof upon the authority of the Board of Directors of such party, provided that any such modification or waiver shall in the judgment of the party making it not affect substantially or materially and adversely the benefits to such party or its stockholders intended under this Plan.

(c) Entire Agreement. This Plan constitutes the entire agreement and understanding of the parties and supersedes all prior agreements and understandings related hereto. There are no representations, warranties, promises, covenants or undertakings, oral or otherwise, other than those expressly set forth herein.

(d) Benefit. This Plan shall be binding upon and inure to the benefit of the parties hereto and their successors and assigns.

(e) Applicable Law. This Plan shall be governed by the laws of the State of New Hampshire.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement and Plan of Merger as of the date first set forth above.

MIXPAC EQUIPMENT, INC.

By:   
Name: Chris Isom  
Title: President

SULZER MIXPAC USA INC.

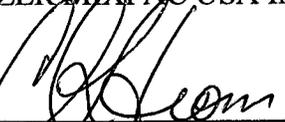
By:   
Name: Chris Isom  
Title: President

EXHIBIT A  
FORM OF ARTICLES OF MERGER