

455281

FILED
00 DEC 26 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Document Number Only

**CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092**

DATE: 12/26

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-12/26/00--01005--023
*****70.00 *****70.00

Corporation(s) Name

American Power Technologies, Inc.

merging into
Johnson Controls World Services, Inc.

Profit
 Nonprofit

Amendment

Merger

Foreign
 LLC

Dissolution
 Withdrawal

Mark

Limited Partnership
 Reinstatement
 UCC 1 or 3

UBR
 Fictitious Name

Other
 Ch. RA

***Special Instructions**

EFFECTIVE DATE
12-31-00

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Carol Clark

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DIVISION OF CORPORATION
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ARTICLES OF MERGER
Merger Sheet

MERGING: _____

AMERICAN POWER TECHNOLOGIES, INC., a New York corporation not qualified

INTO

JOHNSON CONTROLS WORLD SERVICES INC., a Florida entity, 455281.

File date: December 26, 2000 , effective December 31, 2000

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Johnson Controls World Services, Inc.	Florida

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
American Power Technologies, Inc.	New York

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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective at 11:59 pm on December 31, 2000.

Fifth: Adoption of Merger by surviving corporation:

The Plan of Merger was adopted by the board of directors of the surviving corporation on December 1, 2000 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation:

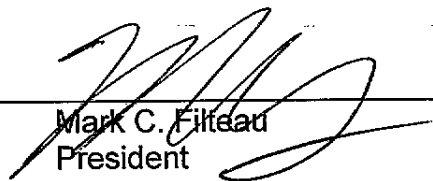
The Plan of Merger was adopted by the board of directors of the merging corporation on December 1, 2000 and shareholder approval was not required.

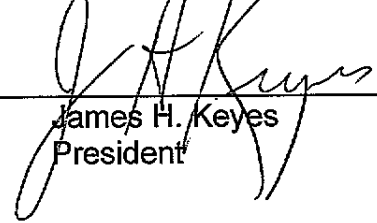
Seventh: Signatures for each corporation.

EFFECTIVE DATE
12-31-00

Johnson Controls World Services, Inc.

American Power Technologies, Inc.

By 
Mark C. Filteau
President

By 
James H. Keyes
President

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Johnson Controls World Services, Inc.	Florida

The name and jurisdiction of each **subsidiary** corporation being merged is

<u>Name</u>	<u>Jurisdiction</u>
American Power Technologies, Inc.	New York

The name and jurisdiction of the surviving corporation is Johnson Controls World Services, Inc., a Florida corporation.

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property is as follows:

1. Upon the effective date of the Merger, the 49 shares of Common Stock, \$1.00 par value, of the merging subsidiary corporation, which shares are the only shares of the merging subsidiary corporation issued and outstanding, shall, by virtue of the merger and without any action on the part of the holder thereof, be retired and cancelled, and no shares of stock or other consideration of the surviving parent corporation shall be issued in exchange therefore.
2. Each share of Common Stock of the surviving parent corporation issued and outstanding or in the treasury of the surviving parent corporation on the effective date of the merger shall continue to be one share of Common Stock of the surviving parent corporation.