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John Y. Brown III
Secretary of State
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12/31/2003 1:45:44 PM
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**ARTICLES OF MERGER
OF
SANDVIK SORTING SYSTEMS, INC.
(a Kentucky corporation)
INTO
SANDVIK SORTING SYSTEMS, LLC
(a Delaware limited liability company)**

Pursuant to Section 271B.11-080 of the Kentucky Business Corporation Act (the "Act"), Sandvik Sorting Systems, Inc., a Kentucky corporation ("SSSI"), and Sandvik Sorting Systems, LLC, a Delaware limited liability company (the "Company"), hereby certify the following in connection with the merger (the "Merger") of SSSI with an into the Company.

1. Name and Jurisdiction of Formation or Organization. The name and jurisdiction of formation or organization of the Company and SSSI, which are the only business entities in the Merger (the "Constituent Entities"), are:

<u>Name</u>	<u>Jurisdiction of Formation/Organization</u>
Sandvik Sorting Systems, Inc.	Kentucky
Sandvik Sorting Systems, LLC	Delaware

2. Agreement and Plan of Merger. An Agreement and Plan of Merger, dated as of December 31, 2003, by and between SSSI and the Company (the "Agreement of Merger"), setting forth the terms and conditions of the Merger, a copy of which is attached hereto as Exhibit A, has been approved and executed by each of the Constituent Entities in accordance with the provisions of Section 271B.11-080 of the Act and Section 18-209 of the Delaware Limited Liability Company Act.

3. Name of Surviving Business Entity. The name of the surviving limited liability company (the "Surviving LLC") is Sandvik Sorting Systems, LLC which will

continue in existence under its present name following the effective date of the Merger.

4. Statement of Surviving Business Entity. The Surviving LLC hereby:

(a) Agrees that it may be served with process in the Commonwealth of Kentucky in any proceeding for enforcement of any obligation of SSSI., as well as for enforcement of any obligation of the Surviving LLC arising from the Merger; and

(b) Appoints the Secretary of State of the Commonwealth of Kentucky as its agent for service of process in any such proceeding described in (a) above. It is requested that a copy of the process be mailed to the Surviving LLC at the following address:

Sandvik Sorting Systems, LLC
500 E. Burnett Avenue
Louisville, KY 40217

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IN WITNESS WHEREOF, Sandvik Sorting Systems, LLC and Sandvik Sorting Systems, Inc. have each caused these Articles of Merger to be signed by a duly authorized officer as of this 31st day of December, 2003.

SANDVIK SORTING SYSTEMS, LLC

By: Thomas C. Barry
Name: Thomas Barry
Title: President

SANDVIK SORTING SYSTEMS, INC.

By: Thomas C. Barry
Name: Thomas Barry
Title: President

Exhibit A

AGREEMENT AND PLAN OF MERGER

OF

SANDVIK SORTING SYSTEMS, INC.
(a Kentucky corporation)

WITH AND INTO

SANDVIK SORTING SYSTEMS, LLC
(a Delaware limited liability company)

AGREEMENT AND PLAN OF MERGER (the "Agreement of Merger"), dated as of December 31, 2003, by and between SANDVIK SORTING SYSTEMS, INC., a corporation organized and existing under the laws of the Commonwealth of Kentucky ("Sorting Inc.") and SANDVIK SORTING SYSTEMS, LLC, a limited liability company organized and existing under the laws of the State of Delaware ("Sorting LLC"), with reference to the following recitals:

A. Sorting LLC is a limited liability company duly organized, validly existing and in good standing under the laws of the State of Delaware.

B. Sorting Inc is a corporation duly organized, validly existing and in good standing under the laws of the Commonwealth of Kentucky.

C. The Managers and the Sole Member of Sorting LLC have adopted resolutions approving this Agreement of Merger in accordance with the Delaware Limited Liability Company Act (the "Act").

D. The Board of Directors and the Sole Shareholder of Sorting Inc. have adopted resolutions approving this Agreement of Merger in accordance with the Kentucky Business Corporation Act (the "KBCA").

NOW, THEREFORE, the parties hereto, in consideration of the mutual covenants herein contained and intending to be legally bound, agree as follows:

1. Parties to Merger. Sorting LLC and Sorting Inc. (such parties to the merger being hereinafter sometimes together referred to as the "Constituent Entities") shall effect a merger (the "Merger") in accordance with and subject to the terms and conditions of this Agreement of Merger.

2. Merger; Governing Law. At the Effective Time (as defined in Section 3 hereof), Sorting Inc. shall be merged with and into Sorting LLC. Sorting LLC shall be,

and is hereinafter sometimes referred to as, the "Surviving Entity." The Surviving Entity shall continue to be governed by the laws of the State of Delaware and shall retain the limited liability provided for by the Act.

3. Filings and Effective Time. A Certificate of Merger to be filed with the Secretary of State of the State of Delaware and such other documents and instruments as are required by, and complying in all respects with, the Act shall be delivered to the Secretary of State of the State of Delaware for filing. Articles of Merger to be filed with the Secretary of State of the Commonwealth of Kentucky and such other documents and instruments as are required by, and complying in all respects with, KBCA shall be delivered to the Secretary of State of the Commonwealth of Kentucky for filing. The Merger shall become effective at 11:59 p.m. on December 31, 2003 (the "Effective Time").

4. Certificate of Formation. At the Effective Time, the Certificate of Formation of Sorting LLC shall be and thereafter remain the Certificate of Formation of the Surviving Entity, until amended in accordance with applicable law.

5. Limited Liability Company Agreement. At the Effective Time, the Limited Liability Company Agreement of Sorting LLC shall be and thereafter remain the Limited Liability Company Agreement of the Surviving Entity until altered, amended or repealed in the manner therein provided and in accordance with applicable law.

6. Managers and Officers. At the Effective Time, the managers and the officers of Sorting LLC shall be the managers and the officers of the Surviving Entity; each such manager and officer shall hold office until his or her resignation or removal, in accordance with the Limited Liability Company Agreement of the Surviving Entity and applicable law.

7. Capital Stock and Membership Units. At the Effective Time:

(a) Each share of Sorting Inc. capital stock issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holders thereof, be canceled and cease to exist.

(b) Each membership unit of Sorting LLC issued and outstanding immediately prior to the Effective Time shall be unaffected by the Merger and shall remain outstanding as a membership unit of the Surviving Entity.

8. Effect of Merger. At the Effective Time, the Merger shall have the effect set forth in the Act and the KBCA.

9. Further Assurances. Each of the Constituent Entities shall use their best efforts to take all action and to do all things necessary in order to consummate and make effective the actions contemplated in this Agreement of Merger. If at any time the Surviving Entity, or its successors or assigns, shall consider or be advised that any further

assignments or assurances in law or any other acts are necessary or desirable to (i) vest, perfect or confirm, of record or otherwise, in the Surviving Entity its rights, title or interest in, to or under any of the rights, properties or assets of Sorting Inc. acquired or to be acquired by the Surviving Entity as a result of, or in connection with, the Merger, or (ii) otherwise carry out the purposes of this Agreement of Merger, Sorting Inc. and its proper officers and directors shall be deemed to have granted to the Surviving Entity an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and possession of such rights, properties or assets in the Surviving Entity and otherwise to carry out the purposes of this Agreement of Merger; and the proper officers and managers of the Surviving Entity are fully authorized in the name of Sorting, Inc. or otherwise to take any and all such action.

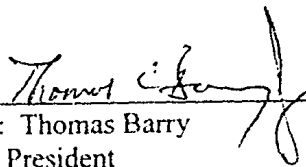
10. Amendment or Termination. Notwithstanding shareholder or member approval of this Agreement of Merger, this Agreement of Merger may be amended or terminated at any time on or before the Effective Date by agreement of the Managers of Sorting LLC and the Board of Directors of Sorting Inc.

11. Counterparts. This Agreement of Merger may be executed in counterparts each of which shall be deemed an original and both of which together shall be considered one and the same agreement. The parties agree that a facsimile may be executed as an original.

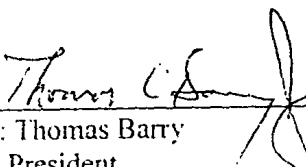
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IN WITNESS WHEREOF, the parties hereto, pursuant to the approval and authority duly given by resolutions adopted by the Managers and Sole Member of Sandvik Sorting Systems, LLC and the Board of Directors and Sole Shareholder of Sandvik Sorting Systems, Inc., have duly executed this Agreement and Plan of Merger as of the day and year first written above.

SANDVIK SORTING SYSTEMS, LLC

By: 
Name: Thomas Barry
Title: President

SANDVIK SORTING SYSTEMS, INC.

By: 
Name: Thomas Barry
Title: President