ARTICLES OF MERGER

OF

THE CRYSTAL IMPORT CORPORATION

20090106000003510 1/9 \$25.00 Shelby Cnty Judge of Probate, AL 01/06/2009 12:29:12PM FILED/CERT

SECRETARY OF STATE

AND

DATAMARS, INC.

To the Secretary of State State of Alabama

Pursuant to Sections 10-2B-11.05 and 10-2B-11.07 of the Alabama Business Corporation Act, the domestic corporation and the foreign corporation herein named do hereby submit the following Articles of Merger.

- 1. Attached as Exhibit A is the Plan of Merger for merging The Crystal Import Corporation, an Alabama corporation ("Crystal Import"), with and into Datamars, Inc., a Delaware corporation (the "Company"), as approved by resolution adopted by the Board of Directors and shareholders of Crystal Import and by resolution adopted by the Board of Directors and stockholders of the Company.
- 2. In respect of Crystal Import, the designation, the number of outstanding shares, the number of votes entitled to be cast by each voting group entitled to vote on the Plan of Merger herein provided for, are as follows:

Designation of Voting Group

Number of Outstanding Shares
of Voting Group

Group Entitled to be Cast by
Each Voting Group Entitled to
Vote on the Plan of Merger
100,000

Number of Outstanding Shares
Of Voting Group Entitled to be Cast by
Each Voting Group Entitled to
Vote on the Plan of Merger

3. In respect of Crystal Import, the total number of undisputed votes cast for the Plan of Merger herein provided for by each voting group entitled to vote separately on the said merger is as follows:

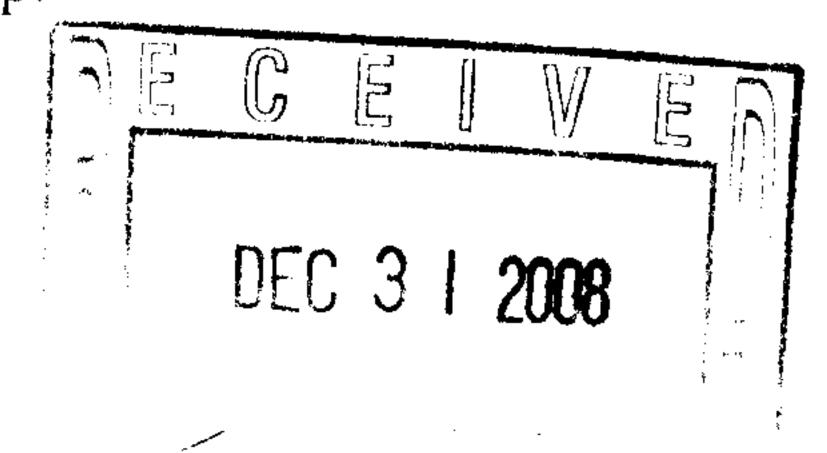
Designation of Voting Group Number of Undisputed Votes of

Voting Group Cast for the Plan

of Merger

Holders of Common Stock 100,000

4. The said number of votes cast for the said Plan of Merger was sufficient for the approval thereof by the said voting group.



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- 5. The merger of Crystal Import with and into the Company is permitted by the laws of the jurisdiction of organization of the Company and has been authorized in compliance with said laws.
- 6. The county in the State of Alabama in which the articles of incorporation of Crystal Import are filed is the County of Shelby.
- 7. The effective time and date of the merger herein provided for in the State of Alabama shall be 11:59 p.m. on December 31, 2008.

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CRYSTAL IMPORT CORPORATION

Name: Kenneth M. Boyle

Title: President

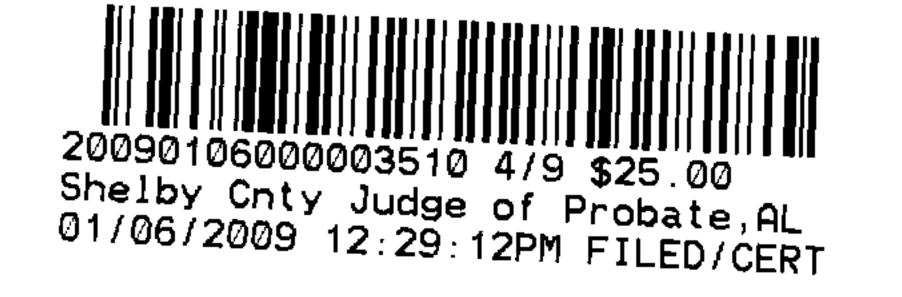
DATAMARS,INC.

Name: Kenneth M. Boyle

Title: President

Exhibit A

Agreement and Plan of Merger



AGREEMENT AND PLAN OF MERGER

OF

THE CRYSTAL IMPORT CORPORATION (An Alabama corporation)

AND

YOUNGSTOWN SYSTEMS COMPANY, INC. (an Ohio corporation)

WITH AND INTO

DATAMARS, INC.

(a Delaware corporation)

This AGREEMENT AND PLAN OF MERGER (the "Plan of Merger") is dated as of December 31, 2008 by and among The Crystal Import Corporation, an Alabama corporation ("Crystal Import"), Youngstown Systems Company, Inc., an Ohio corporation ("Youngstown") and Datamars, Inc., a Delaware corporation ("Datamars").

RECITALS

Crystal Import is an Alabama corporation whose stock is owned solely by Datamars S.A., a Switzerland corporation ("Datamars S.A."); and

Youngstown is an Ohio corporation whose stock is owned solely by Datamars S.A.; and

Datamars is a Delaware corporation whose stock is owned solely by Datamars S.A.; and

The directors and sole shareholder of each entity have approved and adopted resolutions approving and adopting this Plan of Merger in accordance with, as applicable based on their respective states of formation, Section 252(c) of the General Corporation Law of the State of Delaware (the "DGCL"), Section 11.03 of the Alabama Business Corporation Act (the "ABCA") and Section 1701.79(D) of the Ohio General Corporation Law (the "OGCL");

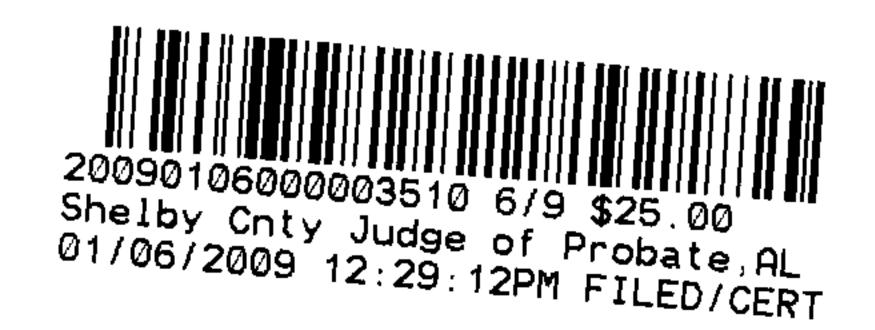
NOW, THEREFORE, the parties hereto, in consideration of the mutual covenants herein contained and intending to be legally bound, agree as follows:

1. Parties to Merger. Crystal Import, Youngstown and Datamars (such parties 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 Plan of Merger.

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- Merger; Governing Law. At the Effective Time (as defined in Section 3 hereof), Crystal Import and Youngstown (hereinafter sometimes together referred to as the "Merging Companies") shall be merged with and into Datamars (which latter corporation shall be, and is hereinafter sometimes referred to as, the "Surviving Entity"), and the separate existence of the Merging Companies shall cease. The Surviving Entity shall continue to be governed by the laws of the State of Delaware.
- of the DGCL shall be filed with the Secretary of State of Delaware, and such other documents and instruments as are required by, and complying in all respects with, the DGCL shall be delivered to the appropriate state officials for filing. Articles of Merger complying with Section 11.05 of the ABCA shall be filed with the Secretary of State of Alabama, and such other documents and instruments are required by, and complying in all respects with, the ABCA shall be delivered to the appropriate state officials for filing. A Certificate of Merger complying with Section 1701.81 of the OGCL shall be filed with the Secretary of State of Ohio and such other documents and instruments as are required by, and complying in all respects with, the OGCL shall be delivered to the appropriate state officials for filing. The Merger shall become effective at 11:59 on December 31, 2008 (the "Effective Time").
- 4. <u>Certificate of Incorporation and Name.</u> At the Effective Time, the Certificate of Incorporation of Datamars shall be and thereafter remain the Certificate of Incorporation of the Surviving Entity until amended in accordance with applicable law. The name of the Surviving Entity will be Datamars, Inc..
- 5. <u>Bylaws</u>. At the Effective Time, the bylaws of Datamars shall be and thereafter remain the bylaws of the Surviving Entity until altered, amended or repealed in the manner therein provided.
- 6. <u>Directors</u> and <u>Officers</u>. At the Effective Time, the directors and officers of Datamars shall be the directors and officers of the Surviving Entity; each such director and officer shall hold office until his resignation or removal, in accordance with the Certificate of Incorporation and bylaws of the Surviving Entity and applicable law.
- 7. <u>Cancellation and Exchange</u>. By virtue of the Merger and without any action on the part of Crystal Import, Youngstown or Datamars:
- (a) Immediately prior to the Effective Time, each share of Crystal Import common stock that is issued and outstanding shall be cancelled and cease to exist.
- (b) Immediately prior to the Effective Time, each share of Youngstown common stock that is issued and outstanding shall be cancelled and cease to exist.
- (c) Each share of Datamars common stock that is issued and outstanding prior to the Effective Time shall be unaffected by the Merger and shall remain outstanding as a share of common stock of the Surviving Entity.



- 8. <u>Effect of Merger</u>. At the Effective Time, the Merger shall have the effect set forth in the DGCL, ABCA and OGCL.
- 9. Further Assurances. Each of the Constituent Entities shall use its best efforts to take all action and to do all things necessary in order to consummate and make effective the actions contemplated in this Plan 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 (a) 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 the Merging Companies acquired or to be acquired by the Surviving Entity as a result of, or in connection with, the Merger, or (b) otherwise carry out the purposes of this Plan of Merger, the Merging Companies and their 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 Plan of Merger; and the proper officers and directors of the Surviving Entity are fully authorized in the name of the Merging Companies or otherwise to take any and all such action.
- 10. <u>Amendment or Termination</u>. This Plan of Merger may be amended or terminated at any time on or before the Effective Time by agreement of the directors of the Constituent Entities, notwithstanding the approval of this Plan of Merger by the sole shareholder of each of the Constituent Entities.
- Counterparts. This Plan of Merger may be executed in two or more counterparts (delivery of which may occur via facsimile or as an attachment to an electronic mail message in "pdf" or similar format), each of which shall be binding as of the date first written above, and, when delivered, all of which shall constitute one and the same agreement. This Plan of Merger and any other certificate, instrument, agreement or document required to be delivered pursuant to this Plan of Merger, and any amendments hereto or thereto, to the extent signed and delivered by means of a facsimile machine or as an attachment to an electronic mail message in "pdf" or similar format, shall be treated in all manner and respects as an original agreement or instrument and shall be considered to have the same binding legal effect as if it were the original signed version thereof delivered in person.
- 12. Availability of Plan of Merger. An executed copy of this Plan of Merger is on file at the principal place of business of Datamars. The address of the principal place of business of Datamars is 8433 South Avenue, Building 4-2, Youngstown, OH 44513. A copy of this Plan of Merger will be furnished by Datamars, on request and without cost, to any shareholder of Crystal Import, any shareholder of Youngstown and any shareholder of Datamars.

IN WITNESS WHEREOF, the parties hereto, pursuant to the approval and authority duly given by resolutions adopted by their respective boards of directors and shareholders, have duly executed this Agreement and Plan of Merger as of the day and year first written above.

THE CRYSTAL IMPORT CORPORATION
By: Multiple
Name: Lenneth Boych Title: President
YOUNGSTOWN SYSTEMS GOMPANY, INC
By: Uller
Name: Llunette 1804 le
Title: President
DAΓAMARS,INC.
By: Welle 12 12 12 12 12 12 12 12 12 12 12 12 12
Namé: Why Boyle
Title: Dresident

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Secretary of State State of Alabama

I hereby certify that this is a true and complete copy of the document filed in this office on 31 2008

Secretary of State