NON SURVIVOR
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ARTICLES OF MERGER OF e2E CORPORATION WITH AND INTO ELECTRONIC ASSEMBLY CORPORATION

FILED
JUN 22 2001
OREGON
SECRETARY OF STATE

The undersigned corporation, pursuant to Sections 180.1101, 180.1103 and 180.1107 of the Wisconsin Business Corporation Law and Section 60.494 and 60.501 of the Oregon Business Corporation Act, for the purpose of merging e2E Corporation, an Oregon corporation, with and into Electronic Assembly Corporation, a Wisconsin corporation and the surviving corporation in such merger, hereby executes the following Articles of Merger:

Survivor NK

(a) The plan of merger is set forth in the Plan of Merger attached hereto as Exhibit A, which is made a part hereof.

(b) The Plan of Merger was approved by the unanimous written consent of the sole shareholder of each of the corporations, as follows:

Electronic Assembly Corporation: 1,293.53 shares of common stock, no par value, outstanding and entitled to vote, all of which consented to the merger.
E2E Corporation: 100 shares of common stock outstanding and entitled to vote, all of which consented to the merger.

The person to contact with questions about this filing is:

Kenneth V. Hallett
Quarles & Brady LLP
411 East Wisconsin Avenue
Milwaukee, WI 53202
(414) 277-5000

The effective date and time of the merger shall be at 12:05 a.m. on July 1, 2001.

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IN WITNESS WHEREOF, the undersigned Corporations have caused these Articles of Merger to be executed as of the 19th day of June, 2001.

ELECTRONIC ASSEMBLY CORPORATION

By: Paul Ehrlich

Title: President

e2E CORPORATION

By: Jos. D. Caufman

Title: V.P. & Secretary

This document was drafted by:
Kenneth V. Hallett
Quarles & Brady LLP
411 East Wisconsin Avenue
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EXHIBIT A

PLAN OF MERGER OF e2E CORPORATION WITH AND INTO ELECTRONIC ASSEMBLY CORPORATION

THIS PLAN OF MERGER dated June 15, 2001 by and between e2E Corporation, an Oregon corporation ("e2E"), and Electronic Assembly Corporation, a Wisconsin corporation ("EAC"), both of said Corporations, being hereinafter sometimes referred to collectively as the "Constituent Corporations".

RECITALS:

WHEREAS, the Board of Directors of each of the Constituent Corporations deems it advisable and generally to the advantage and welfare of each of the Constituent Corporations and their respective shareholders that e2E be merged with and into EAC on the terms and conditions hereinafter set forth, and in accordance with the applicable provisions of the laws of the States of Wisconsin and Oregon;

NOW, THEREFORE, in consideration of the foregoing and of the mutual covenants, conditions and agreements set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree that E2E shall be merged with and into EAC (the "Merger"), and that the terms and conditions of the Merger, the mode of carrying the same into effect and such other matters as are required or permitted to be set forth in the case of a merger pursuant to the laws of the States of Wisconsin and Oregon are as follows:

ARTICLE I

MERGER

At the Effective Time of the Merger (as hereinafter defined), e2E and EAC shall be merged into a single corporation, in accordance with the applicable provisions of the laws of the States of Wisconsin and Oregon, by E2E merging with and into EAC, which shall be the surviving corporation (the "Surviving Corporation").

ARTICLE II

EFFECTIVE TIME

The Effective Time of the Merger shall be the time stated in the Articles of Merger.

ARTICLE III

CONVERSION AND EXCHANGE OF SHARES

The manner of converting the shares of each of the Constituent Corporations shall be as follows:

(a) At the Effective Time of the Merger, each share of Common Stock of e2E then issued and outstanding shall be retired and canceled without consideration and no shares of stock of the Surviving Corporation or other consideration shall be issued in exchange therefor.

(b) At the Effective Time of the Merger, each share of Common Stock of EAC then issued and outstanding shall remain one share of Common Stock of the Surviving Corporation.

ARTICLE IV

ARTICLES OF INCORPORATION; BYLAWS; DIRECTORS AND OFFICERS

4.1 The Articles of Incorporation and Bylaws of EAC, as in effect immediately prior to the Effective Time of the Merger, shall remain the Articles of Incorporation and Bylaws of the Surviving Corporation until amended in accordance with law.

4.2 The duly qualified and acting directors and officers of EAC immediately prior to the Effective Time of the Merger shall remain the directors and officers of the Surviving Corporation, to hold offices as provided in the Bylaws of the Surviving Corporation.

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ARTICLE V

EFFECT OF MERGER

The effect of the Merger shall be as provided in Section 180.1106 of the Wisconsin Business Corporation Law and Section 60.497 of the Oregon Business Corporation Act.

ARTICLE VI

TERMINATION OF ABANDONMENT

At any time prior to the Effective Time of the Merger, this Plan of Merger may be terminated and abandoned by the Board of Directors of either of the Constituent Corporations. In the event of such termination and abandonment of this Plan, this Plan shall become void and of no effect.

ARTICLE VII

MISCELLANEOUS

7.1 The Surviving Corporation shall pay all expenses of carrying this Plan of Merger into effect and accomplishing the Merger.

7.2 The Constituent Corporations intend this Plan of Merger to be a Plan of Reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended.

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