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Doc#: 0728818032 Fee: \$36.00
Eugene "Gene" Moore
Cook County Recorder of Deeds
Date: 10/15/2007 10:46 AM Pg: 1 of 7

FORM BCA 11.20 (rev. Dec. 2005)
ARTICLE OF MERGER,
CONSOLIDATION OR EXCHANGE
Business Corporation Act

Secretary of State
Department of Business Services
601 S. Second St., Rm. 300
Springfield, IL 62758
217-782-6991
www.sos.state.il.us

FILED

OCT - 5 2007

JESSE WHITE
SECRETARY OF STATE

Payment must be in the form of a
check or money order payable
to Secretary of State.

Filing fee is \$36.00 but if merger or
consolidation which is more than two
corporations, \$36.00 for each
additional corporation.

File # 6414-3107 Filing Fees 100.00 Approved

Submit in duplicate Type or Print clearly in black ink Do not write above this line

NOTE: Strike inapplicable words in items 1, 3, 4 and 5.

1. Names of Corporations proposing to ^{merge} ~~consolidate~~ ~~and~~ and State or Country of incorporation.

Name of Corporation	State or Country of Incorporation	Corporation File Number
<u>Maybank U.S.A., Inc.</u>	<u>Illinois</u>	<u>05149107</u>
<u>Mycrom Holding, Inc.</u>	<u>Delaware</u>	<u>2802135</u>
_____	_____	_____
_____	_____	_____

2. The laws of the state or country under which each Corporation is incorporated ~~permits each merger, consolidation or exchange.~~

3. a. Name of the ^{surviving} ~~new~~ corporation: Maybank U.S.A., Inc.
acquiring.

b. Corporation shall be governed by the laws of: Illinois

For more space, attach additional sheets of this size.

4. Plan of ^{merger} ~~consolidation~~ ~~exchange~~ is as follows:
See Plan of Merger attached as Exhibit A

5. The merger was approved, as to each Corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois Corporation, as follows:

The following items are not applicable to mergers under §11.20 -- 99 percent-owned subsidiary provisions. (See Article 7 on page 3.)

Mark an "X" in one box only for each Illinois Corporation.

Name of Corporation:	By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the Articles of Incorporation voted in favor of the action taken. (§11.20)	By written consent of the shareholders having not less than the minimum number of votes required by statute and by the Articles of Incorporation. Shareholders who have not consented in writing have been given notice in accordance with §7.10 and §11.20.	By written consent of ALL shareholders entitled to vote on the action, in accordance with §7.10 and §11.20.
Meynems U.S.A., Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. Not applicable if surviving, new or acquiring Corporation is an Illinois Corporation.

It is agreed that, upon and after the filing of the Articles of Merger, Consolidation or Exchange by the Secretary of State of the State of Illinois:

- The surviving, new or acquiring Corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any Corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such Corporation organized under the laws of the State of Illinois against the surviving, new or acquiring Corporation.
- The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring Corporation to accept service of process in any such proceedings, and
- The surviving, new or acquiring Corporation will promptly pay to the dissenting shareholders of any Corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of The Business Corporation Act of 1983 of the State of Illinois with respect to the rights of dissenting shareholders.

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7. Complete if reporting a merger under §11.05 - 90 percent-owned subsidiary provisions.

a. The number of outstanding shares of each class of each merging subsidiary Corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent Corporation:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. Not applicable to 100 percent-owned subsidiaries.

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary Corporation was _____ Month & Day _____ Year

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary Corporations received? Yes No

(If "No," duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and the notice of the right to dissent to the shareholders of each merging subsidiary Corporation.)

8. The undersigned Corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct. All signatures must be in BLACK INK.

Dated October 2 2007 Keycon U.S.A., Inc.
 Month & Day Year Exact Name of Corporation

 Any Authorized Officer's Signature
Taken Kanama, Treasurer
 Name and Title (type or print)

Dated October 2 2007 Keycon Holding, Inc.
 Month & Day Year Exact Name of Corporation

 Any Authorized Officer's Signature
Yuki Inoue, President
 Name and Title (type or print)

Dated _____ Year _____
 Month & Day Exact Name of Corporation

 Any Authorized Officer's Signature

 Name and Title (type or print)


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EXHIBIT A

**AGREEMENT AND PLAN OF MERGER
Illinois Form BCA 11.25**

(Merger of Mycom Holding, Inc. with and into Mayekawa U.S.A. Inc.)

Property of Cook County Clerk's Office



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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Plan") is made as of October 2, 2007, between MYCOM HOLDING, INC., a Delaware corporation (referred to hereinafter as "Merging Corporation"), and Mayekawa U.S.A., Inc., an Illinois corporation ("Surviving Corporation").

RECITALS

WHEREAS, Surviving Corporation is a corporation duly formed and existing under the laws of the State of Illinois; and

WHEREAS, on the date of this Plan, there are 100 shares of Common Stock of Surviving Corporation issued and outstanding, all of which are held of record by Mayekawa Holding AG, a corporation organized and existing under the laws of Switzerland; and,

WHEREAS, Merging Corporation is a corporation duly formed and existing under the laws of the State of Delaware; and,

WHEREAS, on the date of this Plan, there are 201 shares of Common Stock of Merging Corporation issued and outstanding, all of which are held of record by Mayekawa Holding AG; and,

WHEREAS, Merging Corporation and Surviving Corporation have each deemed it desirable and in their best respective interests for the Merging Corporation to be merged with and into Surviving Corporation pursuant to Sections 251 and 252 of the Delaware General Corporation Law, and Chapter 805, Article 11, Sections 11.05 and 11.35 of the Illinois Compiled Statutes;

NOW, THEREFORE, in consideration of the mutual agreements and covenants contained herein, the parties agree to be bound by the following terms and conditions.

TERMS AND CONDITIONS

1. Incorporation of Recitals. The recitals set forth above are incorporated herein as though fully set forth hereunder.

2. Filings. The parties shall cause to be executed and filed the following documents (collectively the "State Merger Documents"): (i) Articles of Merger to be filed with the Illinois Secretary of State as required by Chapter 805, Article 11, Section 11.25 of the Illinois Compiled Statutes; and (ii) this Plan to be filed with the Delaware Secretary of State as required by Section 252 of the Delaware General Corporation Law. Each of the State Merger Documents shall be executed by the duly authorized officers of the Merging Corporation and Surviving Corporation as required.

3. Merger and Effective Date. Merging Corporation shall be merged with and into Surviving Corporation under the laws of the States of Illinois and Delaware (the

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"Merger"). The Merger shall be effective upon the filing of the State Merger Documents as described above in Paragraph 2 (the "Effective Date"). Surviving Corporation shall be the surviving entity and shall continue to exist as a corporation under the laws of the State of Illinois.

4. Governing Documents. The Articles of Incorporation of Surviving Corporation, as in effect immediately prior to the Effective Date, shall be the Articles of Incorporation of the Surviving Corporation without change or amendment until thereafter amended in accordance with the provisions thereof and applicable laws, and the Bylaws of Surviving Corporation, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation without change or amendment until thereafter amended in accordance with the provisions thereof, the Articles of Incorporation of the Surviving Corporation and applicable law.

5. Cancellation of Shares. At the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof:

(a) The 201 shares of Common Stock of Merging Corporation presently issued and outstanding in the name of Mayekawa Holding AG shall be cancelled and no shares of the Surviving Corporation shall be issued in exchange therefor; and,

(b) The outstanding shares of the Surviving Corporation shall remain outstanding and are not affected by the Merger.

6. Effect of Merger. As of the Effective Date, the separate corporate existence of Merging Corporation shall cease. Without further action by either Merging Corporation or Surviving Corporation, Surviving Corporation shall succeed to any and all of the properties, rights, privileges, powers, contracts, and other assets of Merging Corporation, and shall be subject to any and all liabilities, restrictions, and duties of Merging Corporation, including, without limitation, payment of all required fees and income and franchise taxes of Merging Corporation if the same are not timely paid, all in accordance with applicable law.

7. Directors and Officers. The name of the Surviving Corporation shall not be affected by the Merger, and the directors and officers of the Surviving Corporation in place immediately prior to the Effective Time shall each continue to serve in such capacities with respect to the Surviving Corporation, in each case until their successors are duly elected and qualified.

8. Further Assurances. From time to time, as and when required by Surviving Corporation or by its successors or assigns, to the extent permitted by law, there shall be executed and delivered on behalf of Merging Corporation such deeds and other instruments, and there shall be taken or caused to be taken by it all such further and other action, as shall be appropriate, advisable and necessary in order to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Merging Corporation, and otherwise to carry out the purposes of this Agreement, and the officers and directors of the Surviving Corporation are fully authorized in the name and on behalf of Merging Corporation or otherwise,

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to take any and all such action to execute and deliver any and all such deeds and other instruments.

9. Abandonment of Merger. Notwithstanding anything to the contrary contained herein, this Plan and the Merger provided for in this Plan may be abandoned at any time prior to the filing of the Articles of Merger with the Secretary of State of Illinois, if the Board of Directors of Surviving Corporation duly adopts a resolution abandoning this Plan and the proposed Merger.

10. Miscellaneous Provisions. If any term of this Plan is held by a court of competent jurisdiction to be void and unenforceable, then such term shall be severed from the Plan and the remainder of the Plan terms shall remain in full force and effect. This Plan shall be governed by the laws of the State of Illinois.

11. Counterparts. This Plan may be executed in two or more counterparts, each of which shall be deemed to be an original and the same agreement.

IN WITNESS WHEREOF, the parties hereto have caused this Plan to be executed as of the date first set forth above.

SURVIVING CORPORATION:

Mayekawa U.S.A., Inc., an Illinois corporation

By: [Signature]
Name: Takeo Kanazawa
Title: Treasurer

MERGING CORPORATION:

Mycom Holding, Inc., a Delaware corporation

By: [Signature]
Name: Yukio Inoue
Title: President