

SCALE SYSTEMS, INC.

86-02947

FEBRUARY 26, 1986

WINNETT

DP

NATIONS MICHAEL T

DUPLICATE DUPLICATE



OFFICE OF SECRETARY OF STATE

I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that

"SCALE SYSTEMS, INC."

has been duly incorporated under the laws of the State of Georgia on the 26th day of February, 19 86, by the filing of articles of incorporation in the office of the Secretary of State and the fees therefor paid, as provided by law, and that attached hereto is a true copy of said articles of incorporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this 26th day of February in the year of our Lord One Thousand Nine Hundred and Eighty Six and of the Independence of the United States of America the Two Hundred and Ten.

Max Cleland

SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA

ARTICLES OF INCORPORATION OF
SCALE SYSTEMS, INC.

I.

The name of the corporation shall be SCALE SYSTEMS, INC.

II.

The corporation is organized pursuant to the provisions of the Georgia Business Corporation Code.

III.

The corporation shall have perpetual duration.

IV.

The corporation is a corporation for profit and is organized for the following purposes: to engage in every phase and aspect of the business of sales and servicing of industrial scales, other industrial weighing and measuring systems, and related products, and to do any and all other things incident or pertinent to such a general scale business, and to do everything necessary, suitable or proper for the accomplishment of any of these purposes or of any other lawful purpose, with all powers granted by the Georgia Business Corporation Code.

V.

The corporation shall have authority to issue 100,000 shares of \$1.00 par value common stock.

VI.

The corporation shall not commence business until it shall have received at least \$500.00 in payment for the issuance of shares of stock.

VII.

No shareholder shall have preemptive rights to acquire, as a matter of right, additional equity interest in the corporation.

VIII.

The initial registered office of the corporation shall be 1756 Wilwat Drive, Suite G, Norcross, Gwinnett County, Georgia 30093. The initial registered agent of the corporation at such address shall be Donald O. Upchurch.

IX.

The initial board of directors shall consist of two (2) members who shall be:

Andrew H. Nations	250 Castlegate Road Macon, Georgia 31210
John D. Nations	4416 Old Club Road Macon, Georgia 31210

X.

The corporation shall be authorized to purchase its own shares out of its unreserved and unrestricted capital surplus available therefor.

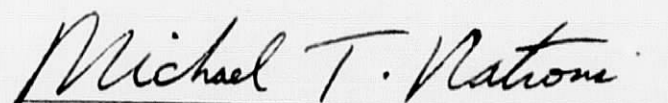
XI.

The corporation shall be authorized to distribute a portion of its assets, in cash or property, to its shareholders out of capital surplus available therefor.

XII.

The name and address of the incorporator is Michael T. Nations, 510 Grant Building, 44 Broad Street, N.W., Atlanta, Georgia 30303.

IN WITNESS WHEREOF, the undersigned incorporator executes these Articles of Incorporation.

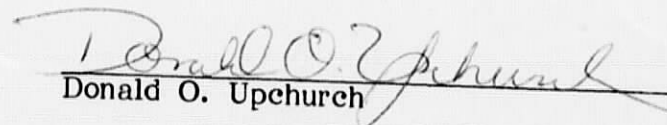

Michael T. Nations

RECEIVED
1906 FEB 26 PM 2:35
SECRETARY OF STATE
CORPORATIONS DIVISION

Honorable Max Cleland
Secretary of State
Ex-Officio Corporation
Commissioner
State of Georgia

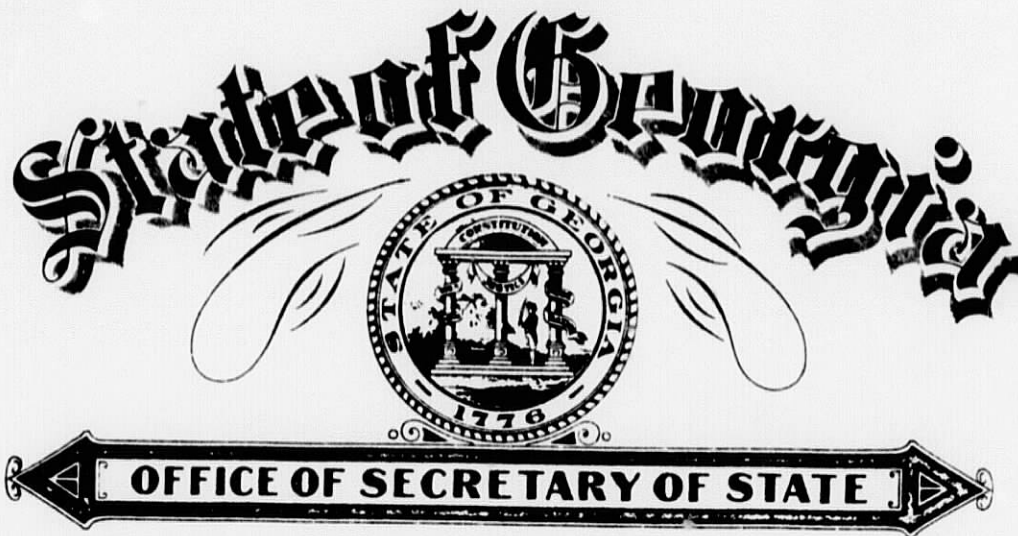
I, Donald O. Upchurch, do hereby consent to serve as registered
agent for the corporation, SCALE SYSTEMS, INC.

This 26th day of February, 1986.


Donald O. Upchurch

Address of Registered Agent:

1756 Wilwat Drive, Suite G
Norcross, Gwinnett County, Georgia 30093



I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that

based on a diligent search of the records on file in this office, I find that the name of the following proposed domestic corporation to wit

"SCALE SYSTEMS, INC."

is not identical with or confusingly similar to the name of any other existing domestic or domesticated or foreign corporation registered in the records on file in this office or to the name of any other proposed domestic or domesticated, or foreign corporation as shown by a certificate of the Secretary of State heretofore issued and presently effective.

This certificate is in full force and effective for a period of 4 calendar months from date of issuance. After such period of time, this certificate is void.

In TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this 18th day of February, in the year of our Lord One Thousand Nine Hundred and Eighty Six and of the Independence of the United States of America the Two Hundred and Ten.

Max Cleland

86049214

SECRETARY OF STATE
COMMISSIONER OF CORPORATIONS

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 010030851
CONTROL NUMBER : J602947
EFFECTIVE DATE : 12/31/2000
REFERENCE : 0045
PRINT DATE : 01/10/2001
FORM NUMBER : 411

NATIONS, TOMAN & NUTTER LLP
SUITE 1550, TOWER PLACE
3340 PEACHTREE ROAD, NE
ATLANTA GA 30326

CERTIFICATE OF MERGER

I, Cathy Cox, the Secretary of State of the Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:
SCALE SYSTEMS, INC., A GEORGIA CORPORATION

Nonsurviving Entity/Entities:
DELTA SCALE OF GEORGIA, INC., A GEORGIA CORPORATION



Cathy Cox
CATHY COX
SECRETARY OF STATE

10030551

CERTIFICATE OF MERGER

J 602947

J 715777

1. SCALE SYSTEMS, INC., a Georgia business corporation, is merging with DELTA SCALE OF GEORGIA, INC., also a Georgia business corporation. The surviving corporation shall be SCALE SYSTEMS, INC.

2. There are, in connection with this merger, no amendments to the Articles of Incorporation of SCALE SYSTEMS, INC.

3. The executed Plan of Merger is on file at the principal place of business of SCALE SYSTEMS, INC., which is located at 4274-B2 Shackleford Road, Norcross, Gwinnett County, Georgia 30093.

4. A copy of the Plan of Merger will be furnished by SCALE SYSTEMS, INC., on request and without cost, to any shareholder of either corporation that is a party to the merger.

5. Shareholder approval was not required to effect this merger.

6. This merger is to be effective at 11:59 P.M. on December 31, 2000.

IN WITNESS WHEREOF, SCALE SYSTEMS, INC., has executed this Certificate of Merger by and through its duly-authorized officer this 29th day of December, 2000.

SCALE SYSTEMS, INC.

By: Andrew H. Nations
Andrew H. Nations, President

SECRETARY OF STATE
00 DEC 29 AM 8:18
CORPORATIONS DIVISION

SECRETARY OF STATE
01 JAN -9 PM 3:05
CORPORATIONS DIVISION

NATIONS, TOMAN & NUTTER LLP

ATTORNEYS AT LAW
SUITE 1550, TOWER PLACE
3340 PEACHTREE ROAD, N.E.
ATLANTA, GEORGIA 30326

(404) 266-2366
FAX: (404) 266-2323

MICHAEL T. NATIONS

E-Mail: mnations@ntlegal.com

January 8, 2001

Secretary of State
Corporations Division
315 West Tower
2 Martin Luther King, Jr., Drive
Atlanta, Georgia 30334-1530

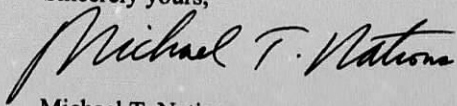
Re: Certificate of Merger (Delta Scale of Georgia, Inc. into Scale
Systems, Inc.)

Ladies and Gentlemen:

With regard to the enclosed Certificate of Merger, which was filed with your office on December 29, 2000, I hereby certify that the request for publication of a Notice of Merger (required by O.C.G.A. Section 14-2-1105.1) was in fact forwarded by me, along with a \$40 check for the publication fee, to the Gwinnett Daily Post on December 29, 2000.

I would greatly appreciate your adding this letter to the Certificate of Merger and completing the processing of these documents. Thank you for your assistance.

Sincerely yours,



Michael T. Nations



Cathy Cox
Secretary of State

CORPORATIONS DIVISION
315 West Tower
2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334-1530

DEFICIENT DOCUMENT FILING NOTICE

NATIONS, TOMAN & NUTTER LLP
SUITE 1550, TOWER PLACE
3340 PEACHTREE ROAD, NE
ATLANTA GA 30326

DOCKET NUMBER : 010030851
CONTROL NUMBER : J602947
FILING DATE : 12/31/2000
EXAMINER : P NEAL
TELEPHONE NUMBER: 404-656-0624
FEE RECEIVED : \$20.00
PRINT DATE : 01/03/2001
FORM NUMBER : 702

ATTENTION: CORRECTIONS ARE TO BE MADE BY APPLICANT. RETURN THIS FORM WITH CORRECTED DOCUMENTS.

**RE: SCALE SYSTEMS, INC.
ARTICLES/CERTIFICATE OF MERGER**

An undertaking that the request for publication of a notice of filing the articles or certificate of merger or share exchange and payment therefor will be made as required by Title 14 of the Official Code of Georgia Annotated, shall be delivered with the articles or certificate of merger.

IF DOCUMENTS ARE CORRECTED AND RETURNED WITHIN THIRTY (30) DAYS OF THE DATE OF THIS NOTICE, THEY WILL BE DEEMED FILED AS OF THE DATE RECEIVED. DEFICIENT FILINGS ARE DEEMED **ABANDONED** IF STILL PENDING AFTER SIXTY (60) DAYS FROM INITIAL RECEIPT. A NEW FILING (INCLUDING NEW FILING FEES) WILL BE REQUIRED. ALL FEES ARE NON-REFUNDABLE.