

# 188569

CT CORPORATION SYSTEM

CORPORATION(S) NAME

Pioneer Metals of Fort Lauderdale, Inc.

Pioneer Metals of West Palm Beach, Inc.

Pioneer Metals of Melbourne, Inc.

Pioneer Metals of Orlando, Inc.

Pioneer Metals of Tallahassee, Inc.

Pioneer Metals of Pensacola, Inc..

Pioneer Metals of Tampa, Inc.

Pioneer Metals of Ocala, Inc.

Pioneer Metals of Clearwater, Inc.

Pioneer Metals of Sarasota, Inc.

01 APR -6 PM 1:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

200003962602--1  
-04/06/01--01018--027  
\*\*\*\*560.00 \*\*\*\*560.00

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> Profit              | <input type="checkbox"/> Amendment              | <input checked="" type="checkbox"/> Merger  |
| <input type="checkbox"/> Nonprofit           |   |   |
| <input type="checkbox"/> Foreign             | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
|  | <input type="checkbox"/> Reinstatement          |   |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> LLC                 | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> Change of RA       |
|  | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> UCC                |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Photocopies            | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Call When Ready     | <input type="checkbox"/> Call If Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In  | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out            |   |   |

Name \_\_\_\_\_ 4/6/01 Order#: 4012352  
 Availability 4/9/01  
 Document \_\_\_\_\_  
 Examiner ADP Ref#: \_\_\_\_\_  
 Updater ADP  
 Verifier \_\_\_\_\_  
 W.P. Verifier \_\_\_\_\_ Amount: \$ \_\_\_\_\_

*cjc*

DIVISION OF CORPORATION  
01 APR -6 AM 11:34

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

A CCH LEGAL INFORMATION SERVICES COMPANY

RECEIVED 00721  
X00789, 00524, 0.0672 1 of 2

**CT CORPORATION SYSTEM**

**CORPORATION(S) NAME**

Pioneer Metals of Fort Myers, Inc. \_\_\_\_\_  
 Pioneer Metals of Naples, Inc. \_\_\_\_\_  
 Pioneer Marine Products, Inc. \_\_\_\_\_  
 Pioneer Metals of Daytona, Inc. \_\_\_\_\_  
 Pioneer Metals of Gainesville, Inc. \_\_\_\_\_  
 MERGING INTO: Pioneer Metals, Inc. \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> Profit              | <input type="checkbox"/> Amendment              | <input checked="" type="checkbox"/> Merger  |
| <input type="checkbox"/> Nonprofit           |   |   |
| <input type="checkbox"/> Foreign             | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
|  | <input type="checkbox"/> Reinstatement          |   |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> LLC                 | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> Change of RA       |
|  | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> UCC                |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Photocopies            | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Call When Ready     | <input type="checkbox"/> Call If Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In  | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out            |   |   |

Name \_\_\_\_\_ 4/6/01 Order#: 4012352  
 Availability \_\_\_\_\_  
 Document \_\_\_\_\_  
 Examiner \_\_\_\_\_ Ref#: \_\_\_\_\_  
 Updater \_\_\_\_\_  
 Verifier \_\_\_\_\_  
 W.P. Verifier \_\_\_\_\_ Amount: \$ \_\_\_\_\_

*cjc*

660 East Jefferson Street  
 Tallahassee, FL 32301  
 Tel. 850 222 1092  
 Fax 850 222 7615

*2 of 2*

**ARTICLES OF MERGER  
Merger Sheet**

**MERGING:**

PIONEER METALS OF SARASOTA, INC., a Fla corp. 301908  
PIONEER METALS OF FT MYERS, INC., a Fla corp. 208122  
PIONEER METALS OF NAPLES, INC., a Fla corp. L45894  
PIONEER MARINE PRODUCTS, INC., a Fla corp. 208123  
PIONEER METALS OF DAYTONA, INC., a Fla corp. P94000032817  
PIONEER METALS OF GAINESVILLE, INC., a Fla corp. G02261  
PIONEER METALS OF FT LAUDERDALE, INC., a Fla corp. 217314  
  
PIONEER METALS OF WEST PALM BEACH INC., a Fla corp. 208121  
  
PIONEER METALS OF MELBOURNE, INC., a Fla corp. 239401  
  
PIONEER METALS OF ORLANDO, INC., a Fla corp. 217313  
  
PIONEER METALS OF TALLAHASSEE, INC., a Fla corp. G02262  
  
PIONEER METALS OF PENSACOLA, INC., a Fla corp. P98000072533  
  
PIONEER METALS OF TAMPA, INC., a Fla corp. 205036  
  
PIONEER METALS OF OCALA, INC., a Fla corp. L47624  
  
PIONEER METALS OF CLEARWATER, INC., a Fla corp. L47635

INTO

**PIONEER METALS INC., a Florida entity, 188569.**

File date: April 6, 2001

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

April 6, 2001

CT Corporation System  
660 East Jefferson St.  
Tallahassee, FL 32301

SUBJECT: PIONEER METALS OF FT LAUDERDALE, INC  
Ref. Number: 217314

We have received your document for PIONEER METALS OF FT LAUDERDALE, INC and your check(s) totaling \$560.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

Please also note the printout for Pioneer Metals of Ft Myers, Inc. and correct the name in your document so it is the same as on our records. Please note the original filing date for Pioneer Metals of Naples, Inc. and correct the document so it reflects the same date. Please include the date of adoption of the merger by the directors of the surviving corporation.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

To: Annette Ramsey  
Corporate Specialist

Letter Number: 801A00020633

*Corrected.  
Please file with  
date of April 6, 2001  
TRs  
Carol*

RECEIVED  
01 APR -9 AM 11:21  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**PLAN AND ARTICLES OF MERGER**

**OF**

- PIONEER METALS OF FT LAUDERDALE, INC.**
  - PIONEER METALS OF WEST PALM BEACH, INC.**
  - PIONEER METALS OF MELBOURNE, INC.**
  - PIONEER METALS OF ORLANDO, INC.**
  - PIONEER METALS OF TALLAHASSEE, INC.**
  - PIONEER METALS OF PENSACOLA, INC.**
  - PIONEER METALS OF TAMPA, INC.**
  - PIONEER METALS OF OCALA, INC.**
  - PIONEER METALS OF CLEARWATER, INC.**
  - PIONEER METALS OF SARASOTA, INC.**
  - PIONEER METALS OF FT MYERS, INC.**
  - PIONEER METALS OF NAPLES, INC.**
  - PIONEER MARINE PRODUCTS, INC.**
  - PIONEER METALS OF DAYTONA, INC.**
  - PIONEER METALS OF GAINESVILLE, INC.**
- (Florida Corporations)**

**into**

**PIONEER METALS, INC.**  
**(a Florida Corporation)**

**(UNDER §607.1104 OF THE FLORIDA BUSINESS CORPORATION ACT)**

THIS PLAN AND ARTICLES OF MERGER, dated as of December 31, 2000, is among Pioneer Metals, Inc., a Florida Corporation (the "Surviving Corporation"), and the wholly owned subsidiaries of the Surviving Corporation: Pioneer Metals of Ft Lauderdale, Inc., Pioneer Metals of West Palm Beach Inc., Pioneer Metals of Melbourne, Inc., Pioneer Metals of Orlando, Inc., Pioneer Metals of Tallahassee, Inc., Pioneer Metals of Pensacola, Inc., Pioneer Metals of Tampa, Inc., Pioneer Metals of Ocala, Inc., Pioneer Metals of Clearwater, Inc., Pioneer Metals of Sarasota, Inc., Pioneer Metals of Ft Myers, Inc., Pioneer Metals of Naples, Inc., Pioneer Marine Products, Inc., Pioneer Metals of Daytona, Inc. and Pioneer Metals of Gainesville, Inc., corporations organized and existing under the laws of the State of Florida (the "Merger Subs").

**WITNESSETH:**

WHEREAS, the Surviving Corporation, by its Articles of Incorporation, filed in the office of the Department of State of the State of Florida on October 24, 1955, as amended, has an

**FILED**  
**01 APR - 6 PM 1:35**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

authorized capital stock of one million shares of \$1.00 par value, of which 1,000 shares are issued and outstanding on the date of execution hereof; and

WHEREAS, PIONEER METALS OF FT LAUDERDALE, INC., by its Articles of Incorporation, filed in the office of the Department of State of the State of Florida on November 19, 1958 has an authorized capital stock of 50 shares without nominal or par value, of which 50 shares are issued and outstanding on the date of execution hereof; and

WHEREAS, PIONEER METALS OF WEST PALM BEACH, INC., by its Articles of Incorporation, filed in the office of the Department of State of the State of Florida on December 9, 1957 has an authorized capital stock of 50 shares without nominal or par value, of which 38 ½ shares are issued and outstanding on the date of execution hereof; and

WHEREAS, PIONEER METALS OF MELBOURNE, INC., by its Articles of Incorporation, filed in the office of the Department of State of the State of Florida on August 12, 1960 has an authorized capital stock of 50 shares without nominal or par value, of which 25 shares are issued and outstanding on the date of execution hereof; and

WHEREAS, PIONEER METALS OF ORLANDO, INC., by its Articles of Incorporation, filed in the office of the Department of State of the State of Florida on November 1, 1958 has an authorized capital stock of 50 shares without nominal or par value, of which 50 shares are issued and outstanding on the date of execution hereof; and

WHEREAS, PIONEER METALS OF TALLAHASSEE, INC., by its Articles of Incorporation, filed in the office of the Department of State of the State of Florida on October 7, 1982 has an authorized capital stock of 10,000 shares of \$1.00 par value, of which 10,000 shares are issued and outstanding on the date of execution hereof; and

WHEREAS, PIONEER METALS OF PENSACOLA, INC., by its Articles of Incorporation, filed in the office of the Department of State of the State of Florida on August 17, 1998 has an authorized capital stock of 10,000 shares of \$1.00 par value, of which 10,000 shares are issued and outstanding on the date of execution hereof; and

WHEREAS, PIONEER METALS OF TAMPA, INC., by its Articles of Incorporation, filed in the office of the Department of State of the State of Florida on August 12, 1957 has an authorized capital stock of 60 shares of Class A stock and 40 shares of Class B stock, each without nominal or par value, all of which shares are issued and outstanding on the date of execution hereof; and

WHEREAS, PIONEER METALS OF OCALA, INC., by its Articles of Incorporation, filed in the office of the Department of State of the State of Florida on February 6, 1990 has an authorized capital stock of 10,000 shares of \$1.00 par value, of which 10,000 shares are issued and outstanding on the date of execution hereof; and

WHEREAS, PIONEER METALS OF CLEARWATER, INC., by its Articles of Incorporation, filed in the office of the Department of State of the State of Florida on February 6,

1990 has an authorized capital stock of 10,000 shares of \$1.00 par value, of which 10,000 shares are issued and outstanding on the date of execution hereof; and

WHEREAS, PIONEER METALS OF SARASOTA, INC., by its Articles of Incorporation, filed in the office of the Department of State of the State of Florida on February 15, 1966 has an authorized capital stock of 10,000 shares of \$1.00 par value, of which 5,000 shares are issued and outstanding on the date of execution hereof; and

WHEREAS, PIONEER METALS OF FT MYERS, INC., by its Articles of Incorporation, filed in the office of the Department of State of the State of Florida on December 9, 1957 has an authorized capital stock of 50 shares without nominal or par value, all of which shares are issued and outstanding on the date of execution hereof; and

WHEREAS, PIONEER METALS OF NAPLES, INC., by its Articles of Incorporation, filed in the office of the Department of State of the State of Florida on January 29, 1990 has an authorized capital stock of 10,000 shares of \$1.00 par value, of which 10,000 shares are issued and outstanding on the date of execution hereof; and

WHEREAS, PIONEER MARINE PRODUCTS, INC., by its Articles of Incorporation, filed in the office of the Department of State of the State of Florida on December 9, 1957 has an authorized capital stock of 50 shares without nominal or par value, of which 50 shares are issued and outstanding on the date of execution hereof; and

WHEREAS, PIONEER METALS OF DAYTONA, INC., by its Articles of Incorporation, filed in the office of the Department of State of the State of Florida on April 2, 1994 has an authorized capital stock of 10,000 shares of \$1.00 par value, of which 10,000 shares are issued and outstanding on the date of execution hereof; and

WHEREAS, PIONEER METALS OF GAINESVILLE, INC., by its Articles of Incorporation, filed in the office of the Department of State of the State of Florida on October 7, 1982 has an authorized capital stock of 10,000 shares of \$1.00 par value common capital stock of which 10,000 shares are issued and outstanding on the date of execution hereof; and

WHEREAS, the Surviving Corporation owns all the issued and outstanding capital stock of the Merger Subs; and

WHEREAS, the Board of Directors of the Surviving Corporation duly approved and authorized the merger of the Merger Subs into the Surviving Corporation pursuant to the plan of merger set forth herein and the execution of and filing with the Department of State of the State of Florida of this Plan and Articles of Merger in accordance with the provisions of Section 607.1104 of the Florida Business Corporation Act ("FBCA") on December 31, 2000;

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants and agreements herein contained, and intending to be legally bound hereby, the Surviving Corporation hereby agrees as follows:

ARTICLE I

The Surviving Corporation, as the sole shareholder of the Merger Subs, waives all rights to notice and all rights to dissent with respect to this merger.

ARTICLE II

The Merger Subs shall be and are hereby merged into the Surviving Corporation. The Surviving Corporation shall continue to be governed by the laws of the State of Florida.

ARTICLE III

The Articles of Incorporation of the Surviving Corporation shall remain unchanged as a result of this merger.

ARTICLE IV

As the sole holder of the issued and outstanding capital stock of each of the Merger Subs, the Surviving Corporation shall not issue any shares, obligations or other securities in connection with this merger. The currently issued and outstanding capital stock of the Surviving Corporation shall not be affected by this merger. All issued and outstanding capital stock of the Merger Subs shall be cancelled as a result of this merger.

ARTICLE V

The terms and conditions of this merger and the mode of carrying it into effect are as follows:

- (a) The existing Articles of Incorporation of the Surviving Corporation shall remain the Articles of Incorporation of the Surviving Corporation.
- (b) The existing bylaws of the Surviving Corporation shall remain as the bylaws of the Surviving Corporation.
- (c) The officers and directors of the Surviving Corporation, on the effective date of this merger, shall remain as the officer and directors of the Surviving Corporation.
- (d) The Surviving Corporation shall pay all expenses incident to this merger.
- (e) Subsequent to the date of the execution of this Plan and Articles of Merger, the Merger Subs shall not issue, sell, or issue rights to subscribe to, any shares of their capital stock or declare any dividends on their capital stock.
- (f) Subsequent to the date of the execution of this Plan and Articles of Merger, the Merger Subs shall not incur any obligations, whether by contract or otherwise, except those incurred pursuant to existing agreements and arrangements and those incurred in



the ordinary course of business. Additionally, subsequent to the date of execution of this Plan and Articles of Merger, the Merged Corporation shall not dispose of any material portion of their business or property.

(g) Upon the effective date of this merger, the separate existence of the Merger Subs shall cease, and the Merger Subs shall be merged into the Surviving Corporation in accordance with the provisions of this Plan and Articles of Merger. The Surviving Corporation shall possess all the rights, privileges, immunities, powers, and franchises of a public and private nature, and shall be subject to all of the restrictions, disabilities, and duties of the Merger Subs. Additionally, title to all property, whether real, personal, or mixed, tangible or intangible, of the Merger Subs shall vest in the Surviving Corporation. All and every other property and interest of the Merger Subs shall be the property and interest of the Surviving Corporation to the same extent as the Merger Subs. The title to any real property, whether obtained by deed or otherwise, that is vested in the Merger Subs shall not revert or in any way be impaired by reason of this merger, provided that all rights of creditors and all liens upon the property shall be preserved unimpaired. All debts, liabilities, duties, and obligations of the Merger Subs shall be the debts, liabilities, duties and obligations of the Surviving Corporation. Such debts, liabilities, duties, and obligations may be enforced against the Surviving Corporation to the same extent as if said debts, liabilities, and obligations had been incurred or contracted by the Surviving Corporation.

(h) If at any time the Surviving Corporation deems it advisable that any further assignments or assurances in law or any other actions necessary or desirable to vest in the Surviving Corporation, according to the terms of this Plan and Articles of Merger, the title to any property, interest or rights of the Merger Subs, the appropriate officers and directors of the Merger Subs shall execute and make all such assignments and assurances to vest title in such property, interests, or rights in the Surviving Corporation.

#### ARTICLE VI

This Plan and Articles of Merger has been duly approved by the Board of Directors of the Surviving Corporation pursuant to Section 607.1104 of the FBCA. The undersigned officer of the Surviving Corporation has been authorized and directed to execute this Plan and Articles of Merger.

Pursuant to Section 607.1104 (1)(a) of the FBCA, approval by the shareholders of the Surviving Corporation and Merger Subs was not required to authorize the merger of the Merger Subs into the Surviving Corporation.

Upon approval by the Department of State of the State of Florida and the payment of all fees and taxes required by the State of Florida, this Plan and Articles of Merger shall be filed by the Department of State of the State of Florida.

IN WITNESS WHEREOF, the Surviving Corporation has caused this Plan and Articles of Merger to be executed as of this 31<sup>st</sup> day of December, 2000 by an appropriate officer, pursuant to authority given by its Board of Directors.

PIONEER METALS INC.

By:

Name:   
Ben D. Campbell

Title: Executive Vice President - Legal