

CT CORPORATION SYSTEM

CORPORATION(S) NAME

Molooooo 1161

Southern Metal Products, LLC

merging: Aeicor Metal Products, Inc.

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05/25/01 01066-014
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☐ Profit
☐ Nonprofit

☐ Amendment

☒ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Reinstatement

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ LLC

☐ Name Registration

☐ Change of RA

☐ Fictitious Name

☐ UCC

☒ Certified Copy

☐ Photocopies

☐ CUS

2

☐ Call When Ready

☐ Call If Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name

5/25/01

Order#: 4454635

Availability _____

Document

Ref#:

Examiner _____

Updater _____

Verifier _____

W.P. Verifier _____

Amount: \$

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TALLAHASSEE, FLORIDA

FILED

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

ARTICLES OF MERGER
Merger Sheet

MERGING:

AEICOR METAL PRODUCTS, INC., a Florida entity, V32448

INTO

SOUTHERN METAL PRODUCTS, LLC, a Delaware entity, M01000001161

File date: May 25, 2001

Corporate Specialist: Shawn Logan

**ARTICLES OF MERGER
OF
AEICOR METAL PRODUCTS, INC.
a Florida corporation
WITH AND INTO
SOUTHERN METAL PRODUCTS, LLC
a Delaware limited liability company**

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction and entity type for each merging party as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Aeicor Metal Products, Inc. 1401 E. Broward Blvd., Suite 206 Ft. Lauderdale, FL 33301 Florida Document/Registration Number: V32448	Florida	Corporation
2. Southern Metal Products, LLC 450 West McNab Ft. Lauderdale, FL 33309 Florida Document/Registration Number: Mo1000001161	Delaware	Limited Liability Company
		FEI Number: 65-0333625
		FEI Number: 65-1105311

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Southern Metal Products, LLC 450 West McNab Ft. Lauderdale, FL 33301 Florida Document/Registration Number: Mo1000001161	Delaware	Limited Liability Company
		FEI Number: 65-1105311

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1109, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

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FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the State of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the State of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of: The date the Articles of Merger are filed with Florida Department of State.

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

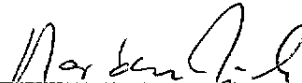
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ELEVENTH:

AEICOR METAL PRODUCTS, INC.

By: 
Name: LeRoy A. Peterson
Title: President

**SOUTHERN METAL PRODUCTS,
LLC**

By: 
Name: MARKUS ISENHARDT
Title: Manager

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TALLAHASSEE, FLORIDA

**PLAN OF MERGER
OF
AEICOR METAL PRODUCTS, INC.
a Florida corporation
WITH AND INTO
SOUTHERN METAL PRODUCTS, LLC
a Delaware limited liability company**

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Aeicor Metal Products, Inc.	Florida
Southern Metal Products, LLC	Delaware

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Southern Metal Products, LLC	Delaware

THIRD: The terms and conditions of the merger are as follows:

1. Aeicor Metal Products, Inc. is to be merged with and into Southern Metal Products, LLC upon the terms and conditions hereof and in accordance with Delaware Limited Liability Law and Florida Business Corporation Act. Following the merger, Southern Metal Products, LLC shall continue as the surviving entity and the separate corporate existence of Aeicor Metal Products, Inc. shall cease to exist.
2. Following the merger, Southern Metal Products, LLC shall continue as the surviving entity. The Articles of Organization and Operating Agreement of Southern Metal Products, LLC as in effect at the time of the merger shall be the Articles of Organization and Operating Agreement of Southern Metal Products, LLC.

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TALLAHASSEE, FLORIDA

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3. The managers and officers of Southern Metal Products, LLC, at the time of the merger, shall be the managers and officers of the surviving entity following the merger.
4. The Plan of Merger was approved by the Board of Directors and Sole Stockholder of Aeicor Metal Products, Inc. in accordance with the applicable chapters 607 and 608, Florida Statutes.
5. The Plan of Merger was approved by the managers and members of Southern Metal Products, LLC in accordance with the Delaware Limited Liability Company Act.
6. Southern Metal Products, LLC, a Delaware limited liability company, the surviving entity agrees to pay the dissenting shareholders of Aeicor Metal Products, Inc. the amount, if any, to which they are entitled under section(s) 607.1302, 620.205 and/or 608.4384, Florida Statutes.
7. At the effective time the outstanding shares of Aeicor Metal Products, Inc. will be cancelled as a result of the merger, the surviving entity's membership interests will continue without modification as a result of the merger.

FOURTH: The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Each share of outstanding stock of Aeicor Metal Products, Inc. will be converted to a right to receive cash or other negotiable instrument as agreed to by the parties.

FIFTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

A. Names and addresses of the managers are:

Name	Addresses:
Markus T. Isenrich	450 West McNab, Fort Lauderdale, Florida 33309
James E. Kelley	450 West McNab, Fort Lauderdale, Florida 33309
Paula J. Weed	450 West McNab, Fort Lauderdale, Florida 33309

B. The principal office of Southern Metal Products, LLC, in its state of formation is 1209 Orange Street, Wilmington, Delaware 19801.

C. SMP, LLC hereby appoints the Secretary of State as its agent for service of process in a proceeding to enforce any obligation on the rights of dissenting shareholders of each domestic corporation that is a party to a merger.

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