

# M97453



ACCOUNT NO. : 072100000032

REFERENCE : 526773 4326591

AUTHORIZATION :

COST LIMIT : \$ 122.50

*Patricia P...*

FILED  
97 SEP 11 PM 1:57  
TALLAHASSEE, FLORIDA

ORDER DATE : September 11, 1997

ORDER TIME : 2:53 PM

ORDER NO. : 526773-005

CUSTOMER NO: 4326591

CUSTOMER: Ms. Denell Sequeira  
Fowler White Gillen Boggs  
501 East Kennedy Boulevard  
Suite 1700  
Tampa, FL 33602

*merger*  
EFFECTIVE DATE  
9/30/97

400002291244--4

## ARTICLES OF MERGER

INTERNATIONAL STANDARD TUBE,  
INC.

INTO

BEDSTONE HOLDINGS, INC.

9/12/97

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
       PLAIN STAMPED COPY

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

*Don*  
*Don*  
*Don*

RECEIVED  
97 SEP 11 PM 3:33  
DIVISION OF CORPORATION

m97453

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

INTERNATIONAL STANDARD TUBE, INC., a Florida corporation 557650

INTO

BEDSTONE HOLDINGS, INC., a Florida corporation, M97453

File date: September 11, 1997, effective September 30, 1997

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 122.50

EFFECTIVE DATE  
9/30/97

PLAN AND ARTICLES OF MERGER

97 SEP 11 FILED  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
26 August

THIS PLAN AND ARTICLES OF MERGER, entered into this 26 day of August, 1997, by and between BEDSTONE HOLDINGS, INC., a corporation organized and existing under the laws of the State of Florida (hereinafter referred to as "Surviving Corporation") and INTERNATIONAL STANDARD TUBE, INC., a corporation organized and existing under the laws of the State of Florida (hereinafter individually referred to as "Merged Corporation").

W I T N E S S E T H:

WHEREAS, the Board of Directors of each of the parties hereto deem it advisable and in the best interest of the parties hereto and their respective stockholders that Merged Corporation should be merged into Surviving Corporation, and that Surviving Corporation merge Merged Corporation into itself, pursuant to the terms and conditions hereinafter set forth and in the manner prescribed by the laws of the State of Florida;

WHEREAS, Surviving Corporation, by its Certificate of Incorporation, as amended, which was filed in the office of the Secretary of State of Florida on May 25, 1982, has an authorized capital stock of 1000 shares of \$1.00 par value common capital stock, of which 1000 shares are issued and outstanding on the date of the execution hereof; and

WHEREAS, Merged Corporation by the Certificate of Incorporation which was filed in the office of the Secretary of State of Florida on January 19, 1978, has an

authorized capital stock of 500 shares of \$1.00 par value common capital stock, of which 500 shares are issued and outstanding on the date of the execution hereof; and

NOW, THEREFORE, the parties hereto hereby agree to this Plan and Articles of Merger, whereby Merged Corporation is merged into Surviving Corporation, and Surviving Corporation merges Merged Corporation into itself in the manner prescribed by the laws of the State of Florida, and the terms and conditions of the aforesaid merger and the mode of carrying the same into effect are as follows:

#### ARTICLE I

Merged Corporation shall be and hereby is merged into Surviving Corporation, and Surviving Corporation shall and does hereby merge Merged Corporation into itself. Surviving Corporation shall continue to be governed by the laws of the State of Florida.

#### ARTICLE II

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

#### ARTICLE III

Because the sole stockholder of the Surviving Corporation also indirectly owns all of the issued and outstanding stock of Merged Corporation, there shall be no issuance of additional stock of the Surviving Corporation as a result of the proposed merger agreement, and the issued and outstanding common capital stock of the

Surviving Corporation immediately following the merger shall be the same as that immediately preceding said merger.

#### ARTICLE IV

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

(a) Until altered, amended or repealed as therein provided, the bylaws of Surviving Corporation as they shall exist on the effective date of this Plan and Articles of Merger shall be the bylaws of Surviving Corporation,

(b) The first annual meeting of the stockholders of Surviving Corporation to be held after the date this merger becomes effective shall be the annual meeting provided or to be provided by the bylaws thereof.

(c) The first regular meeting of the Board of Directors of Surviving Corporation to be held after the date this merger becomes effective may be called or may convene in the manner provided in the bylaws of Surviving Corporation and may be held at the time and place specified in the notice of meeting.

(d) Surviving Corporation shall pay all expenses of carrying this Plan and Articles of Merger into effect and of accomplishing the merger.

(e) The Merged Corporation shall not issue or sell or issue rights to subscribe to any shares of its capital stock, or shall declare any dividends on its capital stock prior to the effective date of the merger.

(f) None of the merging corporations shall incur, prior to the effective date of the merger, any obligations not within the express contemplation of this Plan and

Articles of Merger, whether by contract or otherwise, except pursuant to existing agreements and arrangements and except in the ordinary course of business, nor dispose of any material portion of its business or property.

(g) Upon the effective date of this merger, the separate existence of Merged Corporation shall cease, and Merged Corporation shall be merged into Surviving Corporation, in accordance with the provisions of this Plan and Articles of Merger, and Surviving Corporation shall possess all the rights, privileges, immunities, powers and franchises of a public and a private nature, and shall be subject to all the restrictions, disabilities and duties of each of the merging corporations, and shall have all of the rights, privileges, powers and franchises of the Merged corporation; and all property, real, personal and mixed, and all debts due to the Merged Corporation shall be vested in Surviving Corporation, and all property, rights and privileges, powers and franchises of the Merged Corporation and all and every other interest of them shall be thereafter as effectually the property of Surviving Corporation as they were of the respective Merged Corporation; and the title to any real estate, whether by deed or otherwise, vested in any of the Merged Corporation shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of the Merged Corporation shall be preserved unimpaired; and all debts, liabilities and duties of Merged Corporation shall thenceforth attach to Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. Surviving Corporation shall cause a copy of this Plan and Articles of Merger certified by the Department of State

of the State of Florida and a copy of this Plan and Articles of Merger to be filed in the office of the official who is the recording officer of each County in the State of Florida or any other State in which real property, if any, of Merger Corporations and Surviving Corporation is situated.

(h) If, at any time, Surviving Corporation shall deem it advisable that any further assignments or assurances in law or any things necessary or desirable to vest in Surviving Corporation, according to the terms hereof, the title to any property or rights of Merged Corporation, the proper officers and directors of Merged Corporation shall execute and make all such proper assignments and assurances and do all things necessary and proper to vest title in such property or rights in Surviving Corporation, and otherwise to carry out the purposes of this Plan and Articles of Merger.

#### ARTICLE V

Surviving Corporation shall have the right to amend, alter, change or repeal any provisions contained in this Plan and Articles of Merger which may be contained in the Articles of Incorporation of a corporation organized under the laws of the State of Florida in the manner now hereafter prescribed by said laws, and all rights conferred upon stockholders herein are granted subject to this reservation.

#### ARTICLE VI

(a) Upon the approval of this Plan and Articles of Merger by the stockholders of the Merged Corporation in accordance with the laws of the State of Florida, this Plan and Articles of Merger shall be filed with the Secretary of State of the State of Florida.

(b) Upon the filing of this Plan and Articles of Merger by the Secretary of State of the State of Florida, this merger shall be effective as of the close of business on Sept. 30, 1997, 1997, and upon such approval is granted and all fees and taxes paid.

#### ARTICLE VII

In order to facilitate the filing and recording of this Plan and Articles of Merger, the same may be simultaneously executed in several counterparts, each of which shall be deemed to be an original, and such counterparts shall together constitute one and the same instrument.



IN WITNESS WHEREOF, the parties hereto have caused this Plan and Articles of Merger to be executed by the President and Secretary of each of them, pursuant to authority given by their respective Boards of Directors and stockholders as follows:

Approved by an Action by written Consent of the Board of Directors of BEDSTONE HOLDINGS, INC. on July 31, 1997;

BEDSTONE HOLDINGS, INC.

By: 

Linda Talbot, Vice President

Approved by an Action by written Consent of the Board of Directors on INTERNATIONAL STANDARD TUBE, INC. on July 29, 1997;

INTERNATIONAL STANDARD TUBE, INC.

By: 

Linda Talbot, Vice President

STATE OF FLORIDA

COUNTY OF Sarasota

The foregoing instrument was acknowledged before me, the undersigned, a Notary Public in and for the State of Florida, this 26<sup>th</sup> day of August, 1997, by Linda Talbot, personally known to me, and known to me to be the Vice President of BEDSTONE HOLDINGS, INC., a corporation organized and existing under the laws of the State of Florida, and who did not take an oath;

and known to me to be the Vice President of INTERNATIONAL STANDARD TUBE, INC., a corporation organized and existing under the laws of the State of Florida;

and acknowledged to me that the foregoing constitutes the Plan and Articles of Merger of BESTONE HOLDINGS, INC. and INTERNATIONAL STANDARD TUBE, INC, and that they have executed the foregoing instrument in their capacity as officers of said corporations as the free act, deed and agreement of said corporations.

SEAL:

Ann C. Jefferds  
(Signature of person taking acknowledgement)

Ann C. Jefferds  
(Name typed, printed or stamped)

ANN C. JEFFERDS  
(Notary Public or Military Commission Expires: January 8, 2001  
Bonded Thru Notary Public Underwriters

Serial Number if Military Officer

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