

Document Number Only

P12592

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

FILED
97 OCT 28 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

200002331582--1
-10/28/97-01053-019
*****70.00 *****70.00

Merger
Key West Oxygen Service, Inc.
merging into:
Southeast Airgas, Inc.

- | | | |
|--|---|---|
| ☐ Profit | ☐ Amendment | ☒ Merger |
| ☐ NonProfit | | |
| ☐ Limited Liability Co. | | |
| ☐ Foreign | ☐ Dissolution/Withdrawal | ☐ Mark |
| ☐ Limited Partnership | ☐ Annual Report | ☐ Other UCC Filing |
| ☐ Reinstatement | ☐ Reservation | ☐ Change of R.A. |
| | | ☐ Fict. Name |
| ☐ Certified Copy | ☐ Photo Copies | ☐ CUS |
| ☐ Call When Ready | ☐ Call if Problem | ☐ After 4:30 |
| ☒ Walk In | | ☒ Pick Up |
| ☐ Mail Out | | |

Name	
Availability	10/28/97
Document Examiner	Don
Updater	Don
Verifier	Don
Acknowledgment	Don
W.P. Verifier	Don

10-28

PLEASE RETURN EXTRA COPIES
FILE STAMPED

P12592

ARTICLES OF MERGER
Merger Sheet

MERGING:

KEY WEST OXYGEN SERVICE, INC., a Florida corporation 361746

into

SOUTHEAST AIRGAS, INC., a Delaware corporation P12592

File date: October 28, 1997

Corporate Specialist: Annette Hogan

ARTICLES OF MERGER
OF
KEY WEST OXYGEN SERVICE, INC.
Subsidiary Corporation/Florida
INTO
SOUTHEAST AIRGAS, INC.
Parent Corporation/Delaware

19
OCT 28 PM 4:16
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1104 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: Southeast Airgas, Inc. is a corporation organized under the laws of the State of Delaware and owns one hundred percent (100%) of the issued and outstanding capital stock of Key West Oxygen Service, Inc., a corporation organized under the laws of the State of Florida.

SECOND: There are no dissenting shareholders since Key West Oxygen Service, Inc. is a wholly-owned subsidiary of Southeast Airgas, Inc.

THIRD: The Plan of Merger which is set forth in full in Exhibit A attached hereto and made a part hereof was adopted by the board of directors of each of the constituent corporations. on October 1, 1997.

FOURTH: The effective date of this merger, as recognized by the State of Florida, is on the date of filing these Articles of Merger with the Department of State of the State of Florida. However, for all tax and accounting purposes the effective date of the merger shall be as of October 1, 1997.

Signed this 23rd day of October, 1997.

SOUTHEAST AIRGAS, INC.

By: 
Jeffrey P. Cornwell, Vice President

KEY WEST OXYGEN SERVICE, INC.

By: 
Jeffrey P. Cornwell, Vice President

EXHIBIT A

PLAN OF MERGER

merging

KEY WEST OXYGEN SERVICE, INC.
(a Florida corporation)

with and into

SOUTHEAST AIRGAS, INC.
(a Delaware corporation)

Key West Oxygen Service, Inc. ("Key West") is a corporation organized and existing under the laws of the State of Florida, its Certificate of Incorporation having been filed in the office of the Florida Department of State on March 26, 1970.

Southeast Airgas, Inc. ("Southeast Airgas") is a corporation organized and existing under the laws of the State of Delaware, its Certificate of Incorporation having been filed in the office of the Secretary of State of the State of Delaware on March 19, 1985.

Upon the merger becoming effective as provided in the applicable laws of the State of Florida and the State of Delaware (hereinafter referred to as the "Effective Date"):

1. The manner and basis of converting the shares of stock of Key West is as follows: All outstanding common shares of capital stock of Key West now owned and held by Southeast Airgas shall be cancelled, and no cash or shares of stock, or other securities of Southeast Airgas will be distributed or issued upon the cancellation of such shares of Key West.
2. The two corporations shall be a single corporation, which shall be Southeast Airgas (the "Surviving Corporation"), and the separate existence of Key West shall cease except to the extent provided in the laws of the State of Delaware and the State of Florida in the case of a corporation after its merger into another corporation.
3. The Board of Directors of each of the named corporations deems it advisable that Key West be merged into Southeast Airgas, on the terms and conditions set forth herein in accordance with the applicable provisions of the statutes of the State of Florida and the State of Delaware, respectively, which permit such merger.
4. The By-laws of Southeast Airgas, as existing and constituted immediately prior to the Effective Date of the merger, shall be and constitute the By-laws of the Surviving Corporation.

5. The Board of Directors, and the members thereof, and the officers of Southeast Airgas immediately prior to the Effective Date of the merger, shall be and constitute the Board of Directors and the members thereof, and the officers of the Surviving Corporation.
6. The Certificate of Incorporation of Southeast Airgas as existing and constituted immediately prior to the Effective Date of the merger shall not be amended in any respect by reason of this Plan of Merger and said Certificate of Incorporation shall be and constitute the Certificate of Incorporation of the Surviving Corporation, until further amended in the manner provided by law.