

P95000002048



ACCOUNT NO. : 072100000032

REFERENCE 689865 9229A

AUTHORIZATION Patricia Pizzuti

COST LIMIT : \$ 70.00

ORDER DATE : February 2, 1998

ORDER TIME : 9:39 AM

ORDER NO. : 689865-005

CUSTOMER NO: 9229A

300002418013--2

CUSTOMER: Thomas L. David, Esq
Thomas L. David, Esq
1428 Brickell Avenue
8th Floor
Miami, FL 33131

ARTICLES OF MERGER

CASTLE PRECISION INDUSTRIES OF
FLORIDA, INC.

INTO

CASTLE PRECISION CLEVELAND,
INC.

RECEIVED
98 FEB -2 AM 10:49
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS: CC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -2 AM 11:01

2-2-98
merger

ARTICLES OF MERGER
Merger Sheet

MERGING:

CASTLE PRECISION INDUSTRIES OF FLORIDA, INC., a FL corp.,
#P95000002048

INTO

CASTLE PRECISION CLEVELAND, INC., an Ohio corporation not qualified in
Florida.

File date: February 2, 1998

Corporate Specialist: Susan Payne

Account number: 072100000032

Account charged: 70.00



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 3, 1998

CSC
Attn: Stacy L. Earnest
Tallahassee, FL

RESUBMIT

Please give original
submission date as file date.

SUBJECT: CASTLE PRECISION INDUSTRIES OF FLORIDA, INC.
Ref. Number: P95000002048

We have received your document for CASTLE PRECISION INDUSTRIES OF FLORIDA, INC. and the authorization to debit your account in the amount of \$50000.00. However, the document has not been filed and is being returned for the following:

The name of the person signing the document must be typed or printed beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 098A00005896

RECEIVED
98 FEB - 3 PM 4: 18
DIVISION OF CORPORATION

ARTICLES OF MERGER
OF
CASTLE PRECISION INDUSTRIES OF FLORIDA, INC.
AND
CASTLE PRECISION CLEVELAND, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -2 AM 11:01

TO THE DEPARTMENT OF STATE
STATE OF FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Annexed hereto and made a part hereof is the Agreement and Plan of Merger for merging Castle Precision Industries of Florida, Inc. with and into Castle Precision Cleveland, Inc.

2. The shareholders of Castle Precision Industries of Florida, Inc. entitled to vote the aforesaid Agreement and Plan of Merger approved and adopted the Agreement on Plan of Merger by written consent given by them on January 29, 1998 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of Castle Precision Industries of Florida, Inc. with and into Castle Precision Cleveland, Inc. is permitted by the laws of the jurisdiction of organization of Castle Precision Cleveland, Inc. and has been authorized in compliance with said laws. The date of approval and adoption of the Agreement on Plan of Merger by the shareholders of Castle Precision Cleveland, Inc. was January 29, 1998.

4. The effective time and date of the merger herein provided for in the State of Florida shall be the date of the filing.

Executed on January 29, 1998.

Castle Precision Cleveland, Inc.

By: William N. Windette
Its: President

William Windette, President
Date: January 29, 1998

Castle Precision Industries of Florida, Inc.

By: Gary Berger
Its: President

Gary Berger, President
Date: January 29, 1998

AGREEMENT AND PLAN OF MERGER
OF
CASTLE PRECISION INDUSTRIES OF FLORIDA, INC.
INTO
CASTLE PRECISION CLEVELAND, INC.

AGREEMENT AND PLAN OF MERGER adopted on January 29, 1998 by resolution of the Board of Directors of Castle Precision Industries of Florida, Inc., and adopted on January 29, 1998 by resolution of the Board of Directors of Castle Precision Cleveland, Inc. The names of the corporations planning to merge are Castle Precision Industries of Florida, Inc., a business corporation organized under the laws of the State of Florida, and Castle Precision Cleveland, Inc., a business organization under the laws of the State of Ohio. The name of the surviving corporation into which Castle Precision Industries of Florida, Inc. plans to merge is Castle Precision Cleveland, Inc.

1. Castle Precision Industries of Florida, Inc. pursuant to the provisions of the Florida Business Corporation Act and Castle Precision Cleveland, Inc. pursuant to the provisions of the laws of Ohio shall be merged with and into a single corporation, to wit, Castle Precision Cleveland, Inc., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of Castle Precision Industries of Florida, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The articles of incorporation of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the articles of incorporation of said surviving corporation and said articles of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

3. The bylaws of the surviving corporation at the effective time and date of the merger in Ohio will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of Ohio.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger in Ohio shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into one share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Agreement and Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the non-surviving corporation with and into the surviving corporation shall be submitted to the shareholders of the surviving corporation for their approval.

7. In the event that the Agreement and Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly approved by the shareholders of the surviving corporation in compliance with the laws of Ohio, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of Ohio, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.