

P98000063869

CT CORPORATION SYSTEM

CORPORATION(S) NAME

(1) Ameriduct, Incorporated; Ameriduct of Georgia, Inc.; Gulf Island Pipe, Inc. Merging

0 Ameriduct Worldwide, Inc.

~~(2) Ameriduct Worldwide, Inc. Merging~~

FILED
01 MAR 30 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-04/02/01--01021--002
****157.50 ****157.50

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|--|---|---|
| <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 checked="" type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input checked="" type="checkbox"/> CUS |
| | | (2) Cert. Re: Merger |
| <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 | | |

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Name _____ 3/30/01 Order#: 3938933

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

G. COULLIETTE APR 0 2 2001

FILE 1st

ARTICLES OF MERGER
Merger Sheet

MERGING:

AMERIDUCT, INCORPORATED, a Missouri corporation not qualified

AMERIDUCT OF GEORGIA, INC., a Florida corporation, P98000017487

GULF ISLAND PIPE, INC., a Florida corporation, V06890

INTO

AMERIDUCT WORLDWIDE, INC., a Florida entity, P98000063869

File date: March 30, 2001

Corporate Specialist: Cheryl Coulliette



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 2, 2001

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: AMERIDUCT WORLDWIDE, INC.
Ref. Number: P98000063869

*check - in
pick-up*

We have received your document for AMERIDUCT WORLDWIDE, INC. and check(s) totaling \$157.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Where are your originals? We must have original signatures to file your document.

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) 487-6903.

ATTN!

Cheryl Coulliette
Document Specialist

Letter Number: 001A00019425

*please back soon
THANK YOU.*

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>Ameriduct Worldwide, Inc.</u>	<u>Florida</u>

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>Ameriduct, Incorporated</u>	<u>Missouri</u>
<u>Ameriduct of Georgia, Inc.</u>	<u>Florida</u>
<u>Gulf Island Pipe, Inc.</u>	<u>Florida</u>
_____	_____
_____	_____

FILED
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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 3-29-01 and shareholder approval was not required.

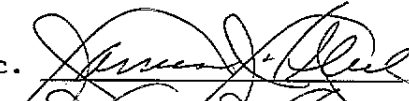
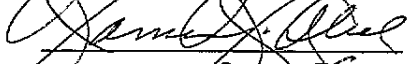


Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 3-29-01 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
<u>Ameriduct Worldwide, Inc.</u>		<u>James J. Abel, Vice President, Secretary & Treasurer</u>
<u>Ameriduct, Incorporated</u>		<u>James J. Abel, Secretary</u>
<u>Ameriduct of Georgia, Inc.</u>		<u>James J. Abel, Secretary</u>
<u>Gulf Island Pipe, Inc.</u>		<u>James J. Abel, Secretary</u>
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(See attached Agreement and Plan of Merger)

PLAN OF MERGER
(Non Subsidiaries)

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "*Agreement*") is being entered into this 29th day of March, 2001, by and between Ameriduct Worldwide, Inc., a Florida corporation ("*Ameriduct Worldwide*"), and the following three corporations that will be merged with and into Ameriduct Worldwide pursuant to the terms of this Agreement: Ameriduct, Incorporated, a Missouri corporation ("*Ameriduct*"), Ameriduct of Georgia, Inc., a Florida corporation ("*Ameriduct of Georgia*"), and Gulf Island Pipe, Inc., a Florida corporation ("*Gulf Island*"), (collectively the "*Merging Corporations*" or, when referring to any corporation involved in the Merger (defined below), any "*Merging Corporation*").

RECITALS

WHEREAS the laws of the State of Florida and the laws of the State of Missouri permit this Merger; and

WHEREAS Ameriduct Worldwide and the Merging Corporations have agreed to merge pursuant to the terms, provisions and conditions set forth in this Agreement; and

WHEREAS the Boards of Directors of each corporation party to this Agreement have determined that it is advisable that this Merger occur on the terms and conditions provided herein, have recommended to the shareholders that this Merger occur, and have, by resolution, duly adopted and approved this Agreement; and

WHEREAS the Board of Directors of Ameriduct has resolved that the terms of the Merger be submitted to its sole shareholder, Ameriduct Worldwide, for adoption; and

WHEREAS the sole shareholder of Ameriduct has adopted the terms of this Merger.

The parties hereto agree as follows:

ARTICLE I
THE MERGER

1.1 The Merger; Surviving Corporation. At the Effective Time (defined below), the Merging Corporations are to be merged with and into Ameriduct Worldwide (the "*Merger*") in accordance with the laws of the states in which these corporations are incorporated, whereupon the separate existence of the Merging Corporations will cease, and Ameriduct Worldwide will be the surviving corporation (the "*Surviving Corporation*") and will continue to exist under and be governed by the Florida Business Corporation Act as amended (the "*FBCA*").

1.2 Articles of Merger. Ameriduct Worldwide, Ameriduct, Ameriduct of Georgia and Gulf Island Pipe will file articles of merger with the Florida Department of State and the Missouri Secretary of State and make all other filings or recordings required by the FBCA and the General and Business Corporation Law of Missouri as amended (the "*GBCLM*").

1.3 Effective Time. The Merger will become effective at the close of business on March 30, 2001 (the "*Effective Time*").

ARTICLE II
THE SURVIVING CORPORATION

2.1 Articles of Incorporation. At the Effective Time and without any further action on the part of Ameriduct Worldwide or any Merging Corporation, the Articles of Incorporation of Ameriduct Worldwide in effect at the Effective Time will be the Articles of Incorporation of the Surviving Corporation until amended in accordance with applicable law.

2.2 By-Laws. At the Effective Time and without any further action on the part of Ameriduct Worldwide or any Merging Corporation, the By-Laws of Ameriduct Worldwide in effect at the Effective Time will be the By-Laws of the Surviving Corporation until amended in accordance with applicable law.

2.3 Directors and Officers. From and after the Effective Time, until successors are duly elected or appointed and qualified in accordance with the Surviving Corporation's Articles of Incorporation and By-Laws and applicable law, (i) the directors of Ameriduct Worldwide at the Effective Time will be the directors of the Surviving Corporation, and (ii) the officers of Ameriduct Worldwide at the Effective Time will be the officers of the Surviving Corporation.

2.4 Statutory Agent. The designated statutory agent for service of process for Ameriduct Worldwide at the Effective Time will be the statutory agent for service of process for the Surviving Corporation.

2.5 Service of Process. The Surviving Corporation agrees that it may be served with process in the State of Missouri and agrees to an irrevocable appointment of the Missouri Secretary of State as its agent to accept service of process in any proceeding (i) based upon any cause of action against any corporation organized under the laws of the State of Missouri prior to the issuance of the certificate of merger by the Missouri Secretary of State and (ii) for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Missouri against The Surviving Corporation. The address to which the service of process in any such proceeding shall be mailed is: The Lamson & Sessions Co., Attention: James J. Abel, 25701 Science Park Drive, Cleveland, Ohio 44122.

ARTICLE III

CAPITALIZATION

3.1 Capitalization of Ameriduct. The entire authorized capital stock of Ameriduct consists of 30,000 shares of common stock, of which 100 shares are issued and outstanding. Prior to the Merger, all issued and outstanding shares are owned by Ameriduct Worldwide.

3.2 Capitalization of Ameriduct of Georgia. The entire authorized capital stock of Ameriduct of Georgia consists of 7,500 shares of common stock, of which 400 shares are issued

and outstanding. Prior to the Merger, all issued and outstanding shares are owned by Ameriduct Worldwide.

3.3 Capitalization of Gulf Island. The entire authorized capital stock of Gulf Island consists of 200 shares of common stock, of which 200 shares are issued and outstanding. Prior to the Merger, all issued and outstanding shares are owned by Ameriduct Worldwide.

ARTICLE IV

EFFECT OF THE MERGER

4.1 Effect of the Merger. At the Effective Time, the effect of the Merger will be as provided by this Agreement and by the applicable provisions of the laws of the State of Florida and the State of Missouri.

4.2 Further Action by the Merging Corporations. If after the Effective Time, the Surviving Corporation considers it advisable that any further conveyances, agreements, documents, instruments, assurances or any other actions are necessary or desirable to vest, perfect, confirm or record in the Surviving Corporation the title to any property, rights, interest, privileges, powers or franchises of any Merging Corporation or otherwise to carry out the provisions of this Agreement, the directors and officers of any Merging Corporation last in office shall execute and deliver, upon the Surviving Corporation's request, any and all proper conveyances, agreements, documents, instruments or assurances, and shall do and perform all other acts necessary or proper. If a sufficient number of the directors or officers of any Merging Corporation last in office are not able or available to execute such documentation or perform such acts, the directors and officers of the Surviving Corporation will be authorized to act on behalf of any Merging Corporation. The officers and Board of Directors of the Surviving Corporation and each of the Merging Corporations are authorized to execute all deeds,

assignments and documents of every nature which may be needed to effectuate a full and complete transfer of ownership.

4.3 Capital Stock of Ameriduct Worldwide. At the Effective Time, each share of capital stock of Ameriduct Worldwide that is issued and outstanding at the Effective Time will remain unchanged and will continue to be one share of such capital stock.

4.4 Capital Stock of the Merging Corporations. At the Effective Time, each share of capital stock of any Merging Corporation that is issued and outstanding immediately prior to the Effective Time will be canceled. All such shares, by virtue of the Merger, and without any action on the part of the holders thereof, the Surviving Corporation or any Merging Corporation, will no longer be outstanding and will cease to exist.

4.5 Assets and Liabilities of the Merging Corporations. At the Effective Time, the Surviving Corporation will for all purposes possess all of the assets, property, rights, privileges, leases and patents, if any, of every description, and every interest therein, of the Merging Corporations and all rights, privileges, immunities, interests, powers, franchises, and authority of a public as well as a private nature of the Merging Corporations. At the Effective Time, the Surviving Corporation will assume for all purposes all liabilities or obligations of the Merging Corporations.

4.6 Florida's Dissenters' Rights Statute. Shareholders who, except for the applicability of Section 607.1104 of the FBCA, would be entitled to vote and who dissent from the merger pursuant to Section 607.1320 of the FBCA, may be entitled, if they comply with the provisions of this act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

4.7 Missouri's Dissenters' Rights Statute. The Surviving Corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of

Missouri that is a party to the Merger the amount, if any, to which they shall be entitled under provisions of the GBCLM with respect to the rights of dissenting shareholders.

ARTICLE V

MISCELLANEOUS

5.1 Abandonment or Amendment. At any time prior to the Effective Time, the Board of Directors of either the Surviving Corporation or any Merging Corporation may abandon the proposed Merger or may amend this Agreement to the extent permitted by law.

5.2 Counterparts; Signatures. This Agreement may be executed in one or more counterparts each of which will be deemed an original, but all of which together will constitute one and the same instrument. A photocopy or facsimile of any signature necessary to authorize, adopt, or execute this Agreement or any other document necessary to effect the Merger will be treated for all purposes as an original signature.

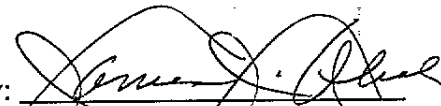
5.3 Headings. The headings of articles and sections herein are for convenience of reference only, are not a part of this Agreement, and are not to be deemed to limit or affect any of the provisions hereof.

5.4 Complete Agreement. This Agreement contains the complete agreement among the parties with respect to the Merger and supersedes all prior agreements and understandings with respect to the Merger.

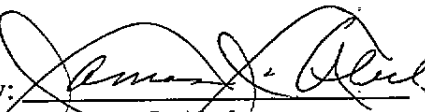
5.5 Third Parties. Nothing herein expressed or implied is intended or is to be construed to confer upon or give to any person, other than the parties to this Agreement or their respective successors and assigns, any rights, remedies, obligations or liabilities under or by reason of this Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their respective officers duly authorized on the day and year first above written.

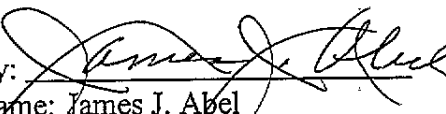
AMERIDUCT WORLDWIDE, INC., a
Florida corporation

By: 
Name: James J. Abel
Title: Vice President, Secretary and
Treasurer

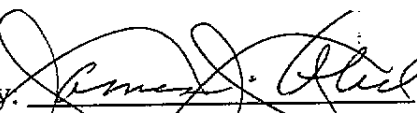
AMERIDUCT INCORPORATED, a
Missouri corporation

By: 
Name: James J. Abel
Title: Secretary

AMERIDUCT OF GEORGIA, a
Florida corporation

By: 
Name: James J. Abel
Title: Secretary

GULF ISLAND PIPE, INC., a
Florida corporation

By: 
Name: James J. Abel
Title: Secretary