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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE
LINDER INDUSTRIAL MACHINERY COMPANY

Certificate of Status	0
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Page Count	08
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60.00

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EFFECTIVE DATE
12/21/04

8p

ARTICLES OF MERGER

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 are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. <u>Linder Industrial Machinery Company</u> <u>1601 South Frontage Road</u> <u>Plant City, Florida 33563</u>	<u>Florida</u>	<u>corporation</u>

Florida Document/Registration Number: 174 144 FEI Number: 59-0694097

2. <u>Mitchell Distributing Company, LLC</u> <u>1601 South Frontage Road</u> <u>Plant City, Florida 33563</u>	<u>Delaware</u>	<u>limited liability company</u>
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Florida Document/Registration Number: _____ FEI Number: 11-3677993

3. _____ _____ _____	_____	_____
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Florida Document/Registration Number: _____ FEI Number: _____

4. _____ _____ _____	_____	_____
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(Attach additional sheet(s) if necessary)

CR2E080(9/02)

EFFECTIVE DATE
10/17/04

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>
<u>Linder Industrial Machinery Company</u> <u>1601 South Frontage Road</u> <u>Plant City, Florida 33563</u>	<u>Florida</u>	<u>corporation</u>
Florida Document/Registration Number: <u>174,144</u>		FEI Number: <u>59-0694087</u>

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THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 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.

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

OR

December 31, 2004

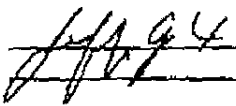
(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

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

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

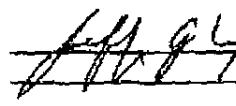
(Note: Please see instructions for required signatures.)

Name of Entity
Linder Industrial Machinery
Company

Signature(s)


Typed or Printed Name of Individual
Jeffrey G. Cox, President

Name of Entity
Mitchell Distributing Company,
LLC

Signature(s)


Typed or Printed Name of Individual
Jeffrey G. Cox, President
Linder Industrial Machinery Company,
sole member

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(Attach additional sheet(s) if necessary)

REQUIRED SIGNATURES FOR EACH ENTITY TYPE:

- All Corporations: Signature of Chairman, Vice Chairman, President or any officer.
- All General Partnerships: Signatures of two partners.
- All Domestic Limited Partnerships: Signatures of all general partners.
- All Non-Florida Limited Partnerships: Signature of one general partner.
- All Limited Liability Companies: Signature of a member or authorized representative of a member.
- All Other Business Entities: In accordance with the laws of their jurisdiction.

Make checks payable to Florida Department of State and mail to:

Mailing address:
 Division of Corporations
 P.O. Box 6327
 Tallahassee, FL 32314

Street Address:
 Division of Corporations
 409 E. Gaines St.
 Tallahassee, FL 32399

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FILING FEES:

For each Limited Partnership:	\$52.50 (If merger filed pursuant to s. 608.4382, \$25.00)
For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each General Partnership:	\$25.00
All Others:	No Charge

PLAN OF MERGER

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>
LINDER INDUSTRIAL MACHINERY COMPANY	FLORIDA
MITCHELL DISTRIBUTING COMPANY, LLC	DELAWARE

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

<u>Name</u>	<u>Jurisdiction</u>
LINDER INDUSTRIAL MACHINERY COMPANY	FLORIDA

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

Mitchell Distributing Company, LLC, a Delaware limited liability company ("Mitchell"), a wholly-owned subsidiary of Linder Industrial Machinery Company, a Florida corporation ("Linder"), shall be merged with and into Linder, with Linder being the surviving entity, and Linder shall succeed to all of Mitchell's assets, rights and interests of any kind, and shall assume all of Mitchell's debts, liabilities and obligations of any kind.

(Attach additional sheet(s) if necessary)

FOURTH:

A. 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:

As of December 31, 2004, pursuant to the merger the Operating Agreement of Mitchell Distributing Company, LLC shall be terminated and be of no further effect, and the sole membership interest in Mitchell held by Linder Industrial Machinery Company shall be cancelled, with Mitchell ceasing to have independent legal existence, and all of Mitchell's assets devolving to Linder.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Not Applicable

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,
Florida Document/Registration Number

Not Applicable.

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SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s) managing members are as follows:

Not Applicable.

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

Linder Industrial Machinery agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligation of Mitchell Distributing Company, LLC, irrevocably appointing the Secretary of State of Delaware as its agent to accept service of process in any such action, suit or proceeding and the address to which a copy of such process shall be mailed to by the Secretary of State is 1601 South Frontage Road, Plant City, Florida 33563

EIGHTH: Other provisions, if any, relating to the merger:

The merger shall be effective as of December 31, 2004.

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(Attach additional sheet(s) if necessary)