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EFFECTIVE DATE

10-1-10

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2010 SEP 24 AM 10:55

FILED

Merger

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PENSACOLA, FLORIDA 32502

MAIL TO:  
POST OFFICE BOX 1831  
PENSACOLA, FLORIDA 32591-1831

September 23, 2010

**VIA FEDERAL EXPRESS**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Merger of Direct Plumbing Supplies, Inc. into / Document Number 150103  
Southern Scrap Company, Inc. / Document Number 186909

Dear Ladies and Gentlemen:

Enclosed please find the original and one copy of the Articles of Merger for the above corporations and our check in the amount of \$78.75 in payment of fees for the filing (\$35 for the merging corporation and \$35 for the surviving corporation) and certified copies (\$8.75). After filing, please return a certified copy of the Articles of Merger in the enclosed self-addressed prepaid envelope. Please call our office should you have any questions. Thanks!

Sincerely,

Shell, Fleming, Davis & Menge



Charles L. Hoffman, Jr.

CLH/alm .  
Enclosures  
File No. H4954.00000

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Southern Scrap Company, Inc.  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Charles L. Hoffman, Jr., Esq.  
Contact Person

Shell, Fleming, Davis & Menge, P.A.  
Firm/Company

Post Office Box 1831  
Address

Pensacola, FL 32591-1831  
City/State and Zip Code

grosenbaum@southernscrapinc.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Charles L. Hoffman, Jr. At ( 850 ) 434-2411  
Name of Contact Person Area Code & Daytime Telephone Number

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**ARTICLES OF MERGER**

**OF**

**Direct Plumbing Supplies, Inc., a Florida corporation**

**INTO**

**Southern Scrap Company, Inc., a Florida corporation**

**FILED**  
2010 SEP 24 AM 10:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**EFFECTIVE DATE**  
10-1-10

ARTICLES OF MERGER between Southern Scrap Company, Inc., a Florida corporation (the "Surviving Corp.") and Direct Plumbing Supplies, Inc., a Florida corporation (the "Disappearing Corp.") (collectively the "Constituent Corporations").

Under § 607.1105 of the Florida Business Corporation Act (the Florida "Act") Southern Scrap Company, Inc., a Florida corporation and adopt the following Articles of Merger:

1. The Agreement and Plan of Merger dated September 22, 2010, between Southern Scrap Company, Inc., a Florida corporation and Direct Plumbing Supplies, Inc., a Florida corporation was approved and adopted by the Board of Directors and shareholders of Southern Scrap Company, Inc., a Florida corporation on September 22, 2010, and was adopted by the Board of Directors of and shareholders of Direct, Inc., a Florida corporation on September 22, 2010.

2. Under the Plan of Merger, all issued and outstanding shares of Direct Plumbing Supplies, Inc.'s stock will be acquired by means of a merger of Direct Plumbing Supplies, Inc., a Florida corporation into Southern Scrap Company, Inc., a Florida corporation with Southern Scrap Company, Inc., a Florida corporation being the surviving corporation ("Merger").

3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.

4. Under § 607.1105(1)(b) of the Florida Act, the date and time of the effectiveness of the Merger shall be 12:01 a.m. on October 1, 2010.

5. Both Corporations have complied with all the requirements of the State of Florida necessary to effect this merger.

6. This merger is additionally intended to qualify as an acquisitive Type "A" statutory merger under Internal Revenue Code Section 368(a)(1)(A).

IN WITNESS WHEREOF, the parties have set their hands on this 22nd day of September, 2010.

ATTEST:

\_\_\_\_\_  
(Corporate Seal)

Direct Plumbing Supplies, Inc,  
a Florida corporation

By: Ernest Rosenbaum  
Its President

ATTEST:

\_\_\_\_\_  
(Corporate Seal)

Southern Scrap Company, Inc., a  
Florida corporation

By: Ernest Rosenbaum  
Its President

## PLAN OF MERGER

This is a Plan of Merger between Southern Scrap Company, Inc., a Florida corporation (the "Surviving Corp.") and Direct Plumbing Supplies, Inc., a Florida corporation (the "Disappearing Corp.") (collectively the "Constituent Corporations"). This Merger is being effected under this Plan of Merger ("Plan") in accordance with §§ 607.1101 *et seq.* of the Florida Business Corporation Act (the "Act"). This merger is additionally intended to qualify as an acquisitive Type "A" statutory merger under Internal Revenue Code Section 368(a)(1)(A).

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corp., as in effect immediately before the Effective Date of Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.

2. Distribution to Shareholders of the Constituent Corporations. On the Effective Date, each share of Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for 522 shares of Surviving Corp. common stock in accordance with this Plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp.'s stock.

3. Satisfaction of Rights of Disappearing Corp.'s Shareholders. All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Fractional Shares. Fractional shares of Surviving Corp.'s stock will not be issued.

5. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in § 607.1106 of the Act.

6. Supplemental Action. If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary and proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

Exhibit A

7. Filing with Florida Secretary of State and Effective Date. The Disappearing Corp. and Surviving Corp. shall cause their respective Presidents to execute Articles of Merger in the form attached to this Agreement and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with § 607.1105(1)(b) of the Act, the Articles of Merger shall specify the "Effective Date," which shall be 12:01 a.m. on October 1, 2010.


8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the Same persons), or at any time thereafter as long as such change is in accordance with § 607.1103 of the Act.

9. Termination. At any time before the Effective Date (whether before or after the filing of the Articles of Merger), this Plan of Merger may be terminated and the Plan of Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

Approved this 22nd day of September, 2010.


Disappearing Corporation:

Direct Plumbing Supplies, Inc., a  
Florida corporation

By:   
Its President

Surviving Corporation:

Southern Scrap Company, Inc., a  
Florida corporation

By:   
Its President

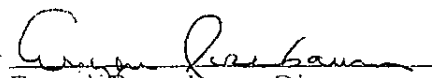
**WRITTEN CONSENT OF THE BOARD OF DIRECTORS AND  
SHAREHOLDERS OF SOUTHERN SCRAP COMPANY, INC., A FLORIDA  
CORPORATION**


The written consent of the undrrsigned sole directors and sole shareholders of Southern Scrap Company, Inc., a Florida corporation (the "Company"), was obtained on September 22, 2010. The Company's sole two directors and sole two shareholders executed the consents. These consents are taken by the shareholders pursuant to Section 607.0704, Florida Statutes and the consents by the directors pursuant to Section 607.0821, Florida Statutes.


The following actions were taken:

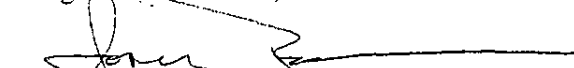
- 1) The Plan of Merger and Articles of Merger were approved by the Board of Directors and were recommended to the shareholders.
- 2) The shareholders approved the Plan of Merger and Articles of Merger.
- 3) The Company is hereby authorized to proceed with the Plan of Merger.

Executed this 22nd day of September, 2010.

  
Eugene Rosenbaum, Director

  
Joseph Rosenbaum, Director

  
Eugene Rosenbaum, Shareholder

  
Joseph Rosenbaum, Shareholder



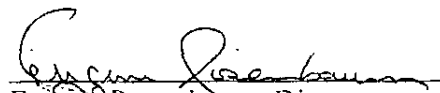
**WRITTEN CONSENT OF THE BOARD OF DIRECTORS AND  
SHAREHOLDERS OF DIRECT PLUMBING SUPPLIES, INC., A FLORIDA  
CORPORATION**


The written consent of the undersigned sole directors and sole shareholders of Direct Plumbing Supplies, Inc., a Florida corporation (the "Company"), was obtained on September 22, 2010. The Company's sole two directors and sole two shareholders executed the consents. These consents are taken by the shareholders pursuant to Section 607.0704, Florida Statutes and the consents by the directors pursuant to Section 607.0821, Florida Statutes.

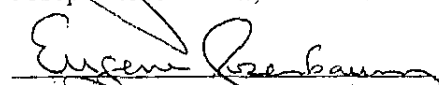
The following actions were taken:


- 1) The Plan of Merger and Articles of Merger were approved by the Board of Directors and were recommended to the shareholders.
- 2) The shareholders approved the Plan of Merger and Articles of Merger.
- 3) The Company is hereby authorized to proceed with the Plan of Merger.

Executed this 22nd day of September, 2010.

  
Eugene Rosenbaum, Director

  
Joseph Rosenbaum, Director

  
Eugene Rosenbaum, Shareholder

  
Joseph Rosenbaum, Shareholder