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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

PIONEER METALS INC.

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**ARTICLES OF MERGER
(PIONEER SUBS INTO PIONEER)**

The following articles of merger (the "Articles of Merger") are being submitted in accordance with Section 607.1105 of the Florida Statutes.

FIRST: THE MERGING PARTIES

The exact name, street address of its principal office, jurisdiction, and entity type for each merging party (the "Merging Subs") are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>EFFECTIVE DATE</u> 4/1/04
1. Agvent Corporation 795 West 20 th Street Hialeah, FL 33010 Florida Document/Registration Number: 217276 FEI Number: 590858574	Florida	Corporation	FILED 04 MAR 26 PM 2:06 SECRETARY OF STATE TALLAHASSEE, FLORIDA
2. Pioneer Metal of Jacksonville, Inc. 601 N. Myrtle Avenue Jacksonville, FL 32204 Florida Document/Registration Number: 239400 FEI Number: 591667765	Florida	Corporation	
3. Pioneer Metals of Ft. Pierce, Inc. 900 Farmers Market Road Ft. Pierce, FL 34982 Florida Document/Registration Number: M03480 FEI Number: 592430311	Florida	Corporation	
4. PMI International Inc 6501 NW 37 th Avenue Miami, FL 33147 Florida Document/Registration Number: 301583 FEI Number: 591151288	Florida	Corporation	
5. PMI, Inc. 6501 NW 37 th Avenue Miami, FL 33147 Florida Document/Registration Number: 283494 FEI Number: 650051196	Florida	Corporation	

SECOND: THE SURVIVING PARTY

The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party (the "Surviving Corporation") are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Pioneer Metals Inc. 6501 NW 37 th Avenue Miami, FL 33147	Florida	Corporation
Florida Document/Registration Number: 188569 FEI Number: 590773846		

THIRD: PLAN OF MERGER

The Plan of Merger attached as Exhibit "A" meets the requirements of Sections 607.1101 and 607.1104, Florida Statutes, and was approved by the Board of Directors of each corporation that is a party to the merger in accordance with Chapter 607 of the Florida Statutes on March 22, 2004.

FOURTH: PERMITTED BY LAW AND GOVERNING DOCUMENTS

The merger is permitted under the laws of the State of Florida.

The Articles of Merger comply with and were executed in accordance with the laws of the State of Florida.

The merger is not prohibited by the Bylaws or Articles of Incorporation of any party to the merger.

FIFTH: SHAREHOLDER APPROVAL / DISSENTER'S RIGHTS

Pursuant to Section 607.1104(1)(a) of the Florida Business Corporation Act, the approval by the sole shareholder of the Surviving Corporation, and the approval by the Surviving Corporation, as the sole shareholder of each of the Merging Subs, was not required to authorize the merger.

Notwithstanding the foregoing, the Surviving Corporation has agreed to promptly pay to the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under Section 707.1302 of the Florida Business Corporation Act.

SIXTH: DELAYED EFFECTIVE DATE

As permitted by Section 607.0123(2) of the Florida Business Corporation Act, the Merger shall be effective at 12:01 a.m. on April 1, 2004.

REQUIRED SIGNATURES FOR EACH ENTITY:**MERGING PARTIES:**

1. Agvent Corporation


Ben D. Campbell, Executive Vice President

2. Pioneer Metal of Jacksonville, Inc.


Ben D. Campbell, Executive Vice President

3. Pioneer Metals of Ft. Pierce, Inc.


Ben D. Campbell, Executive Vice President

4. PMI International Inc


Ben D. Campbell, Executive Vice President

5. PMI, Inc.


Ben D. Campbell, Executive Vice President

SURVIVING PARTY:

Pioneer Metals Inc.


Ben D. Campbell, Executive Vice President

EXHIBIT A**PLAN OF MERGER****PLAN OF MERGER
(PIONEER SUBS INTO PIONEER)**

Plan of Merger (the "Plan of Merger"), which was adopted and approved as of the 22nd day of March, 2004, by each party that is a party to the merger as described below, pursuant to the provisions of Section 607 of the Florida Business Corporation Act.

FIRST: The exact name and Jurisdiction of each merging party (collectively, the "Merging Subs") are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Agvent Corporation	Florida
Pioneer Metal of Jacksonville, Inc.	Florida
Pioneer Metals of Ft. Pierce, Inc.	Florida
PMI International Inc	Florida
PMI, Inc.	Florida

SECOND: The exact name and jurisdiction of the surviving entity (the "Surviving Corporation") is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Pioneer Metals Inc.	Florida

THIRD: THE MERGER

1. On the Effective Date (as defined below), the separate existence of each of the Merging Subs shall cease, and each of the Merging Subs shall be merged into the Surviving Corporation in accordance with the provisions of Section 607.1104 of the Florida Business Corporation Act. The Surviving Corporation shall possess all the rights, privileges, immunities, powers, and franchises of a public and private nature, and shall be subject to all of the restrictions, disabilities, and duties of each of the Merging Subs. Additionally, title to all property, whether real, personal, or mixed, tangible or intangible, of each of the Merging Subs shall vest in the Surviving Corporation. All and every other property and interest of each of the Merging Subs shall be the property and interest of the Surviving Corporation to the same extent as each of the Merging Subs. The title to any real property, whether obtained by deed or otherwise, that is vested in the each of the Merging Subs shall not revert or in any way be impaired by reason of this merger, provided that all rights of creditors and all liens upon the property shall be preserved unimpaired. All debts, liabilities, duties, and obligations of each of the Merging Subs shall be the debts, liabilities, duties and obligations of the Surviving

(M2087454.1)

Exhibit A

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Corporation. Such debts, liabilities, duties, and obligations may be enforced against the Surviving Corporation to the same extent as if said debts, liabilities, and obligations had been incurred or contracted by the Surviving Corporation.

2. On the Effective Date, the Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall continue to be the Articles of Incorporation of the Surviving Corporation, until thereafter amended.

3. On the Effective Date, the Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall continue to be the Bylaws of the Surviving Corporation, until thereafter altered, amended or repealed.

4. On the Effective Date, the sole shareholder of the Surviving Corporation shall continue to be the sole shareholder of the Surviving Corporation until additional shareholders are added or substituted.

5. The Surviving Corporation shall pay all expenses incident to this merger.

6. Subsequent to the Effective Date, none of the Merging Subs shall issue, sell, or issue rights to subscribe to, any shares of their capital stock or declare any dividends on their capital stock.

7. Subsequent to the Effective Date, none of the Merging Subs shall incur any obligations, whether by contract or otherwise, except those incurred pursuant to existing agreements and arrangements and those incurred in the ordinary course of business. Additionally, subsequent to the Effective Date, none of the Merging Subs shall dispose of any material portion of their business or property.

8. If at any time the Surviving Corporation deems it advisable that any further assignments or assurances in law or any other actions are necessary or desirable to vest in the Surviving Corporation, according to the terms of this Plan of Merger, the title to any property, interest or rights of the Merging Subs, the appropriate officers and directors of each of the Merging Subs shall execute and make all such assignments and assurances to vest title in such property, interests, or rights in the Surviving Corporation.

FOURTH: MANNER AND BASIS OF CONVERTING OWNERSHIP INTERESTS

1. On the Effective Date, all shares of common stock of each of the Merging Subs (the "Shares") which shall be outstanding shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and extinguished.

2. On the Effective Date, each right to acquire additional Shares of each of the Merging Subs, to the extent that any such rights exist, shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and extinguished.

FIFTH: SHAREHOLDER APPROVAL / DISSENTER'S RIGHTS

Pursuant to Section 607.1104(1)(a) of the Florida Business Corporation Act, the approval by the sole shareholder of the Surviving Corporation, and approval by the Surviving Corporation, as the sole shareholder of each of the Merging Subs, was not required to authorize the merger.

Notwithstanding the foregoing, shareholders of the Merging Subs who, except for the applicability of Section 607.1104 of the Florida Business Corporation Act, would be entitled to vote and who dissent from the merger pursuant to Section 607.1321 of the Florida Business Corporation Act, may be entitled, if they comply with the provisions of Section 607 of the of the Florida Business Corporation Act regarding appraisal rights, be paid the fair value of their shares.

The Surviving Corporation, as the sole shareholder of each of the Merging Subs, hereby waives all rights to notice and all rights to dissent with respect to the merger.

SIXTH: EFFECTIVE DATE

As used in this Agreement, the term "Effective Date" shall mean April 1, 2004, the date upon which Articles of Merger are made effective with the Florida Department of State, as provided for in Sections 607.0123(2) and 607.1105 of the Florida Business Corporation Act.