

259207

CORPORATION(S) NAME

Paul E. Volpp Tractor Parts, Inc. d/b/a Pevco Merging into: HB Sealing P

2002 SEP 24 PM 1:57
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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9/24/02

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Amount: \$ _____
EFFECTIVE DATE
09-30-02

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

C. Coulliette SEP 24 2002

ARTICLES OF MERGER
Merger Sheet

MERGING:

PAUL E. VOLPP TRACTOR PARTS, INC, a California corporation corporation
not qualified

INTO

HB SEALING PRODUCTS INC., a Florida entity, 259207

File date: September 24, 2002, effective September 30, 2002

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

MERGING

Paul E. Volpp Tractor Parts, Inc.,
a California corporation
(d/b/a/ "Pevco")

WITH AND INTO

HB Sealing Products Inc.
a Florida corporation

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1101 and 607.1107 of the
Florida Business Corporation Act

HB Sealing Products Inc., a Florida corporation ("HB Sealing"), and Paul E. Volpp Tractor Parts, Inc., a California corporation ("Pevco"), desiring to merge Pevco with and into HB Sealing pursuant to the provisions of Sections 607.1104 and 607.1107 of the Florida Business Corporation Act, hereby certify as follows:

1. The plan of merger pursuant to Section 607.1101 of the Florida Business Corporation Act is as set forth below:

PLAN OF MERGER

a. HB Sealing Products Inc., a Florida corporation, is the name of the surviving corporation.

b. Paul E. Volpp Tractor Parts, Inc., a California corporation, is the name of the disappearing corporation.

c. HB Sealing is an indirect wholly-owned subsidiary, and Pevco is a direct wholly-owned subsidiary, of Diploma Holdings, Inc., a Delaware corporation.

d. The corporate existence of HB Sealing with all its rights, privileges, powers and franchises, shall continue unaffected and unimpaired by the merger, and it shall be governed by the laws of the State of Florida and succeed to all rights, privileges, powers, franchises, assets, liabilities and obligations of Pevco in accordance with the Florida Business Corporation Act and the California Corporations Code.

e. The separate existence and corporate organization of Pevco shall cease upon the effective date of the merger.

f. From and after the effective time of the merger, the Articles of Incorporation, the By-Laws and directors and officers of HB Sealing shall continue as such under the surviving corporation.

EFFECTIVE DATE
09-30-02

g. All of the shares of Pevco common stock, no par value per share, issued and outstanding at the effective time of the merger shall be cancelled.

h. No change in the Articles of Incorporation of a surviving Florida corporation are to be effected by reason of the merger.

i. HB Sealing agrees that it will promptly pay to the shareholders of Pevco who would be entitled to vote and who dissent from the merger pursuant to Section 607.1320 of the Florida Business Corporations Act, the fair value of their shares if they comply with the provisions of such Act regarding the rights of dissenting shareholders.

2. The merger shall become effective on September 30, 2002, at such time as (i) in Florida, the Department of State of the State of Florida shall accept these Articles of Merger for filing as required by the provisions of Section 607.1105 of the Florida Business Corporations Act, and (ii) in California, the Department of State of the State of California accepts for filing as required by the provisions of Section 1108(d) of the California Corporations Code a copy of these Articles of Merger certified by the Secretary of State of the State of Florida.


3. The outstanding capital stock of Pevco consists of 1,200 shares of common stock, no par value per share.

4. The Board of Directors and sole shareholder of HB Sealing adopted the Plan of Merger on September 12, 2002.

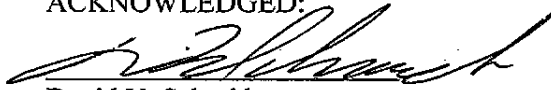
5. The Board of Directors and sole shareholder of Pevco adopted the Plan of Merger on September 12, 2002.

IN WITNESS WHEREOF, HB Sealing and Pevco have caused these Articles of Merger to be executed in their names and on their behalf and attested as of this 16th day of September, 2002.

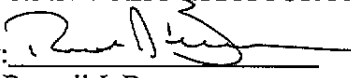
HB SEALING PRODUCTS INC.

By: 
Russell J. Brown
President

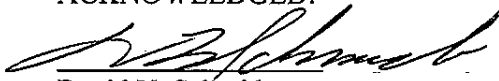
ACKNOWLEDGED:


David V. Schmidt
Secretary

PAUL E. VOLPP TRACTOR PARTS, INC.

By: 
Russell J. Brown
President

ACKNOWLEDGED:


David V. Schmidt
Secretary