

427984

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December 28, 2001

IN REPLY REFER TO:

B38/731944

**VIA FEDERAL EXPRESS**

**AIRBILL NO. 8236 3697 8138**

Department of State, State of Florida  
Division of Corporations  
Corporate Filings  
Attention: Amendment Section  
409 East Gaines Street  
Tallahassee, FL 32399

FILED  
01 DEC 28 PM 2:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Beltram Supply, Inc. merger into Beltram Edge Tool Supply, Inc.

Ladies/Gentlemen:

Enclosed herewith please find Articles of Merger dated December 27, 2001, merging Beltram Supply, Inc., a Florida corporation, into Beltram Edge Tool Supply, Inc., a Florida corporation, effective December 31, 2001.

Also enclosed is this firm's check payable to the Secretary of State, State of Florida, in the amount of \$78.75, which represents a \$70.00 filing fee for the Articles of Merger (there are two parties to the merger) and \$8.75 for a certified copy of the Articles. After filing the Articles, please return the certified copy to my office in Tampa, Florida.

Please call the undersigned if you require anything further.

Very truly yours,

600004742476--1  
-12/28/01--01036--014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Jacqueline B. Whatley

JBW/km

Enclosures

letter/beltram.fl sec of state re merger 122801

Amanda Willett  
gave authorization  
to print name of  
vice president  
- J. Roworth  
9-02  
22

merger  
1-9  
21

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

BELTRAM SUPPLY, INC., A FLORIDA CORP, # H02618

INTO

**BELTRAM EDGE TOOL SUPPLY, INC.,** a Florida entity, 427984

File date: December 28, 2001, effective December 31, 2001

Corporate Specialist: Anna Chesnut

**ARTICLES OF MERGER OF  
BELTRAM SUPPLY, INC., A FLORIDA CORPORATION,  
INTO/WITH BELTRAM EDGE TOOL SUPPLY, INC.,  
A FLORIDA CORPORATION**

Articles of Merger between Beltram Supply, Inc., a Florida corporation  
("Subsidiary"), and Beltram Edge Tool Supply, Inc., a Florida corporation ("Parent").

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the  
"Act"), Parent and Subsidiary adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated December 27, 2001 ("Plan of  
Merger"), was adopted by the Board of Directors of Parent by unanimous consent on  
December 27, 2001. Shareholder approval of the Plan of Merger is not required by  
the shareholders of either the Parent or the Subsidiary pursuant to Section 607.1104  
of the Act.

2. Pursuant to the Plan of Merger, all issued and outstanding shares of the  
Subsidiary, Beltram Supply, Inc., will be acquired by means of a merger of  
Subsidiary into the Parent, Beltram Edge Tool Supply, Inc., with the Parent as the  
surviving corporation ("Merger").

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

**FILED**  
01 DEC 28 PM 2:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

4. Pursuant to Section 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be December 31, 2001, at 11:59 p.m., provided these Articles are filed with the Secretary of State, State of Florida, prior to such date and time; if not, the Effective Date shall be the date of the filing of these Articles of Merger with the Secretary of State, State of Florida.

IN WITNESS WHEREOF, the parties have set their hands and seal this 27th day of December, 2001.

**PARENT:**  
**BELTRAM EDGE TOOL SUPPLY, INC.,**  
a Florida corporation,

(Corporate Seal)

BY: Kathleen McCain  
Vice President

**SUBSIDIARY:**  
**BELTRAM SUPPLY, INC.,** a Florida  
corporation,

(Corporate Seal)

BY: John Roworth  
Vice President

CORP/Beltram/art of merger

**Exhibit "A"**

**AGREEMENT AND PLAN OF MERGER  
OF BELTRAM SUPPLY, INC., A FLORIDA CORPORATION,  
INTO BELTRAM EDGE TOOL SUPPLY, INC.,  
A FLORIDA CORPORATION**

THIS AGREEMENT AND PLAN OF MERGER, dated December 27, 2001,  
made by and among Beltram Edge Tool Supply, Inc., a Florida corporation  
("Parent"), and Beltram Supply, Inc., a Florida corporation ("Subsidiary")  
(collectively, the "Constituent Corporations").

**WITNESSETH:**

WHEREAS, Subsidiary desires to merge with and into Parent, with Parent  
being the surviving corporation (the "Merger") upon the terms and subject to the  
conditions set forth in this Plan of Merger (the "Plan"); and

WHEREAS, Subsidiary has authorized and outstanding 100,000 shares of  
common stock; and

WHEREAS, Parent owns 100% of Subsidiary's outstanding common stock;  
and

WHEREAS, the Board of Directors of Parent has determined that it is  
advisable that Subsidiary be merged into Parent, on the terms and conditions set forth,

in accordance with Section 607.1104 of the Florida Business Corporation Act (the "Act"), and

WHEREAS, the Parent as the sole shareholder of the Subsidiary has waived in writing notice of the Merger.

NOW, THEREFORE, in consideration of the promises and of the mutual agreements, covenants, and provisions contained herein, the parties agree as follows:

## **ARTICLE I** **THE MERGER**

1. The term "Effective Date" shall mean the latter of December 31, 2001, at 11:59 p.m., or the date on which the Articles of Merger are filed with the Florida Department of State.

2. On the Effective Date, Subsidiary shall be merged with and into Parent. The separate existence of Subsidiary shall cease at the Effective Date and the existence of Parent shall continue unaffected and unimpaired by the Merger with all the rights, privileges, immunities, and franchises of a public as well as of a private nature, and subject to all the duties and liabilities of corporations organized under the laws of the State of Florida.

3. The Plan of Merger has been approved by the Directors of the Parent in accordance with Section 607.1104 of the Act. Parent as the sole shareholder of Subsidiary has approved the Merger in writing and has waived in writing any notice of the Plan of Merger. There are no other shareholders of the Subsidiary other than Parent. Accordingly, no notice of the Merger is required to be sent to any other shareholders of Subsidiary.

## **ARTICLE II**

### **EFFECTS OF THE MERGER**

At the Effective Date, Parent shall possess all of the rights, privileges, immunities, and the franchises, of both a public and private nature, of Subsidiary, and shall be responsible and liable for all liabilities and obligations of Subsidiary, all as more particularly set forth in Section 607.1106 of the Act.

## **ARTICLE III**

### **TERMS OF THE TRANSACTION**

Each share of the Subsidiary's common stock issued and outstanding on the Effective Date and all rights in respect thereof shall be cancelled and all of the properties and assets of the Subsidiary shall become the property and assets of the Parent by virtue of the Merger.

## **ARTICLE IV**

### **DISSENTER'S RIGHTS**

Pursuant to Florida Statute Section 607.1104(1)(a) of the Act, no vote of the Parent's or the Subsidiary's shareholders is required to approve the Merger.

#### **ARTICLE V** **ASSIGNMENT**

If at any time Parent shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, or confirm or record in Parent the title to any property or rights of Subsidiary, or to otherwise carry out the provisions hereof, the proper officers and directors of Subsidiary as of the Effective Date shall execute and deliver any and all proper deeds, assignments, and assurances in law, and to do all things necessary or proper to vest, perfect or confirm title to such property or rights in Parent.

#### **ARTICLE VI** **EXPENSES**

Parent shall pay all expenses of accomplishing the Merger.

#### **ARTICLE VII** **AMENDMENT**

At any time before the filing with the Florida Department of State of the Articles of Merger to be filed in connection herewith, the Directors of Parent may amend this Plan. If the Articles of Merger have already been filed, Amended Articles of Merger shall be filed with the Florida Department of State.



**ARTICLE VIII**  
**TERMINATION**

If, for any reason, consummation of the Merger is inadvisable in the opinion of the Board of Directors of Parent, this Plan may be terminated at any time before the Effective Date by Resolution of the Board of Directors of Parent. Upon termination as provided herein, this Plan shall be void and of no further effect, and there shall be no liability by reason of this Plan or the termination hereof on the part of Parent or Subsidiary, or their Directors, officers, employees, agents, or shareholders.

IN WITNESS WHEREOF, the parties have set their hands this 27th day of December, 2001.

**PARENT:**  
**BELTRAM EDGE TOOL SUPPLY, INC.,**  
a Florida corporation,

(Corporate Seal)

BY: Kathleen McCain  
Vice President

**SUBSIDIARY:**  
**BELTRAM SUPPLY, INC.,** a Florida  
corporation,

(Corporate Seal)

BY: John Roworth  
Vice President