



THE UNITED STATES
CORPORATION
COMPANY

440821

FILED
98 JAN 30 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 688260 80640A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 30, 1998

EFFECTIVE DATE
1/31/98

Merger

ORDER TIME : 10:44 AM

ORDER NO. : 688260-005

200002417242--9
-01/30/98--01056--001
*****87.50 *****87.50

CUSTOMER NO: 80640A

CUSTOMER: Christopher Fear, Esq
Lane Trohn Clarke Bertrand
One Lake Morton Drive

200002417242--9
-01/30/98--01056--002
*****35.00 *****35.00

Lakeland, FL 33801

ARTICLES OF MERGER

NOSMAS MACHINE & MAINTENANCE,
INC.

INTO

SAMSON METAL & MACHINE, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Christopher Smith

Update
Verifier

Acknowledgment
W.P. Verifier

EXAMINER'S INITIALS:

RECEIVED
98 JAN 30 PM 12:22
DIVISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING:

NOSMAS MACHINE & MAINTENANCE, INC., a Florida corporation F63873

,

INTO

SAMSON METAL AND MACHINE, INC., a Florida corporation, 440821

File date: January 30, 1998, effective January 31, 1998

Corporate Specialist: Annette Hogan

EFFECTIVE DATE
1/31/98

FILED
98 JAN 30 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
NOSMAS MACHINE & MAINTENANCE, INC.
INTO
SAMSON METAL AND MACHINE, INC.

1. NOSMAS MACHINE & MAINTENANCE, INC. (Document Number F63873), a Florida corporation, and SAMSON METAL AND MACHINE, INC. (Document Number 440821), a Florida corporation, are parties to a merger, with SAMSON METAL AND MACHINE, INC. being the Surviving Corporation.

2. A true and complete copy of the Plan of Merger is attached hereto.

3. No change in the Articles of Incorporation of SAMSON METAL AND MACHINE, INC., being the Surviving Corporation, shall be effected by the merger.

4. The date on which the merger shall be effective (referred to in the Plan of Merger as the "Effective Date") is January 31, 1998.

5. The dates of the adoption and approval of the Plan of Merger by the respective shareholders of NOSMAS MACHINE & MAINTENANCE, INC. and SAMSON METAL AND MACHINE, INC. are as follows:

<u>Name of Corporation</u>	<u>Date</u>
NOSMAS MACHINE & MAINTENANCE, INC.	January 30, 1998
SAMSON METAL AND MACHINE, INC.	January 30, 1998

6. As to each of the undersigned corporations, the number of shares outstanding, with all such shares being voting common stock, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>
NOSMAS MACHINE & MAINTENANCE, INC.	100
SAMSON METAL AND MACHINE, INC.	33

7. As to each of the undersigned corporations, the total number of shares voting for and voting against the Plan of Merger, respectively, are as follows:

<u>Name of Corporation</u>	<u>Total Shares Voted For</u>	<u>Total Shares Voted Against</u>
NOSMAS MACHINE & MAINTENANCE, INC.	100	0
SAMSON METAL AND MACHINE, INC.	33	0

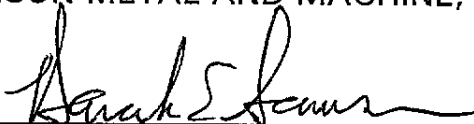
IN WITNESS WHEREOF, NOSMAS MACHINE & MAINTENANCE, INC., has caused these Articles of Merger to be executed by its undersigned officer duly authorized this 29 day of January, 1998.

NOSMAS MACHINE & MAINTENANCE, INC.

By: Carolyn S. Stewart
Carolyn S. Stewart, its President

IN WITNESS WHEREOF, SAMSON METAL AND MACHINE, INC., has caused these Articles of Merger to be executed by its undersigned officer duly authorized this 29 day of January, 1998.

SAMSON METAL AND MACHINE, INC.

By: 
BARAK E. SAMSON, its President

STATE OF FLORIDA
COUNTY OF POLK

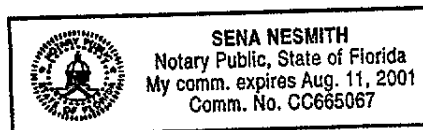
The foregoing instrument was acknowledged before me this 29 day of January, 1998, by Carolyn S. Stewart, being the President of NOSMAS MACHINE & MAINTENANCE, INC., a Florida corporation, on behalf of the Corporation. Such person did not take an oath and:

☒ is/are personally known to me.
☐ produced a current Florida driver's license as identification.
☐ produced _____ as identification.


Signature of Notary Public

(AFFIX NOTARY SEAL)

Name of Notary Public
(Typed, Printed or Stamped)
Commission Number (if not legible on seal): _____
My Commission Expires (if not legible on seal): _____



STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 29 day
of January, 1998, by BARAK E. SAMSON, being the President of SAMSON
METAL AND MACHINE, INC., a Florida corporation, on behalf of the
Corporation. Such person did not take an oath and:

- ☒ is/are personally known to me.
☐ produced a current Florida driver's license as identification.
☐ produced _____ as identification.

(AFFIX NOTARY SEAL)

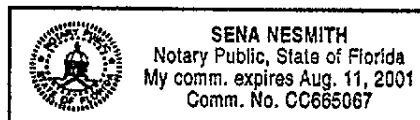
Sena Nesmith
Signature of Notary Public

Name of Notary Public

(Typed, Printed or Stamped)

Commission Number (if not legible on seal): _____

My Commission Expires (if not legible on seal): _____



PLAN OF MERGER

I. Corporations Proposing to Merge and the Surviving Corporation.

(a) The Corporations proposing to merge are NOSMAS MACHINE & MAINTENANCE, INC., a Florida corporation, and SAMSON METAL AND MACHINE, INC., a Florida corporation.

(b) On the Effective Date of the merger as specified in the Articles of Merger (referred to herein as the "Effective Date"), NOSMAS MACHINE & MAINTENANCE, INC. shall be merged into SAMSON METAL AND MACHINE, INC. in accordance with the applicable laws of the State of Florida and the term and provisions of this Plan of Merger. SAMSON METAL AND MACHINE, INC. shall be the surviving corporation (referred to herein as the "Surviving Corporation").

(c) Each of the Corporations proposing to merge is a Florida corporation organized and existing under Chapter 607, Florida Statutes, or the predecessor to Chapter 607, Florida Statutes.

II. Terms and Conditions of the Proposed Merger.

(a) The corporate identify, existence, purposes, powers, rights, privileges, immunities and franchises of a public as well as of a private nature of SAMSON METAL AND MACHINE, INC. shall continue unaffected and unimpaired by the merger.

(b) On the Effective Date, the separate existence of NOSMAS MACHINE & MAINTENANCE, INC. shall cease (except to the extent continued by law), and all of the properties (both real and personal), rights, powers, privileges, immunities and franchises, of whatever nature and description, of a public as well as of a private nature, of NOSMAS MACHINE & MAINTENANCE, INC., shall be transferred to, vest in and evolve upon SAMSON METAL AND MACHINE, INC., as the Surviving Corporation, without further act or deed.

(c) From and after the Effective Date, SAMSON METAL AND MACHINE, INC., as the Surviving Corporation, shall be responsible and liable for all of the debts, liabilities and obligations of NOSMAS MACHINE & MAINTENANCE, INC., to the extent required by law; and any claim existing and any action or proceeding pending by or against NOSMAS MACHINE & MAINTENANCE, INC., may be prosecuted as if the merger had not taken place or, alternatively, SAMSON METAL AND MACHINE, INC. as the Surviving Corporation, may be substituted in the place of NOSMAS MACHINE & MAINTENANCE, INC.

(d) If, at any time, SAMSON METAL AND MACHINE, INC., as the Surviving Corporation, shall consider or be advised that any further actions are necessary or desirable to vest, protect or confirm, of record or otherwise, in SAMSON METAL AND MACHINE, INC., as the Surviving Corporation, the title

to any properties (both real and personal), powers, rights, privileges, immunities or franchises of NOSMAS MACHINE & MAINTENANCE, INC. acquired by reason of the merger, or otherwise to carry out the provisions hereof, the last acting officers of NOSMAS MACHINE & MAINTENANCE, INC., or, alternatively, the corresponding officers of SAMSON METAL AND MACHINE, INC., as the Surviving Corporation, shall execute and deliver such confirmatory conveyance documents and like instruments, and shall take all such other actions, as shall be deemed necessary or desirable to vest, perfect or confirm title to all of such properties (both real and personal), powers, rights, privileges, immunities and franchises of NOSMAS MACHINE & MAINTENANCE, INC. in SAMSON METAL AND MACHINE, INC., as the Surviving Corporation, and otherwise to carry out the intent hereof.

III. Manner and Basis of Converting the Shares of the Merging Corporation into Shares of the Surviving Corporation.

(a) The authorized stock of NOSMAS MACHINE & MAINTENANCE, INC. consists of voting common stock (referred to herein as the "Merging Corporation's Stock"), of which one hundred (100) shares are presently issued and outstanding. The authorized stock of SAMSON METAL AND MACHINE, INC. consists of voting common stock (referred to herein as

the "Surviving Corporation's Stock"), of which thirty-three (33) shares are presently issued and outstanding.

(b) On the Effective Date, each outstanding share of the Merging Corporation's Stock shall be converted into and become .19 shares of the Surviving Corporation's Stock. None of the outstanding shares of the Surviving Corporation's Stock shall be changed or converted as a result of the merger.

As of the Effective Date, all of the authorized but unissued shares of the Merging Corporation's Stock will be cancelled and no shares will be issued in lieu thereof. The authorized shares of the Surviving Corporation's Stock shall be the authorized shares of the capital stock of the Surviving Corporation.

As a result of the foregoing, on the Effective Date, the one hundred (100) shares of the Merging Corporation's Stock presently outstanding shall be converted into and become nineteen (19) shares of the Surviving Corporation's Stock, and the thirty-three (33) shares of the Surviving Corporation's Stock which are presently outstanding shall continue to be outstanding and automatically shall be deemed outstanding shares of the Surviving Corporation's Stock.

As soon as practicable after the Effective Date, the sole shareholder of NOSMAS MACHINE & MAINTENANCE, INC. shall surrender the certificate or certificates representing such shareholder's 100 shares of the Merging

Corporation's Stock and shall be entitled to receive a certificate evidencing such number of shares of the Surviving Corporation's Stock.

IV. Articles of Incorporation, Bylaws and Directors of the Surviving Corporation.

(a) Articles of Incorporation. No change to the Articles of Incorporation of SAMSON METAL AND MACHINE, INC., being the Surviving Corporation, shall be effected by the merger, and the Articles of Incorporation of SAMSON METAL AND MACHINE, INC., as heretofore amended, in the form presently on file with the office of the Florida Secretary of State, shall, on and after the Effective Date constitute the Articles of Incorporation of the Surviving Corporation, unless and until thereafter amended in accordance with the provisions thereof.

(b) Bylaws. On and after the Effective Date, the Bylaws of SAMSON METAL AND MACHINE, INC., in their present form, shall be the Bylaws of the Surviving Corporation unless and until such Bylaws shall be altered, amended or repealed, or until new Bylaws shall be adopted, in accordance with the provisions of such Bylaws.

(c) Directors. On the Effective Date, each current director of SAMSON METAL AND MACHINE, INC. shall become the Directors of the

Surviving Corporation and shall serve as such until their respective successors are duly elected and have qualified.

V. Other Provisions.

(a) Abandonment of Merger. This Plan of Merger may be abandoned by the mutual consent of NOSMAS MACHINE & MAINTENANCE, INC. and SAMSON METAL AND MACHINE, INC., acting each by its Board of Directors, at any time before the Effective Date.

(b) Purpose. The purpose of the statutory merger contemplated by this Plan of Merger is to accomplish a merger of NOSMAS MACHINE & MAINTENANCE, INC. into SAMSON METAL AND MACHINE, INC., as the Surviving Corporation, pursuant to the applicable provisions of Section 368, Internal Revenue Code of 1986, as amended, and pursuant to the applicable provisions of Chapter 607, Florida Statutes, as amended.