

484823



ACCOUNT NO. : 072100000032

REFERENCE : 434505 4305032

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : June 19, 1997

ORDER TIME : 10:01 AM

ORDER NO. : 434505-005

CUSTOMER NO: 4305032

CUSTOMER: Harry Castleman, Esq
Gaffin & Krattenmaker, P.c.
2400 Prudential Tower
800 Boylston Street
Boston, MA 02199

Merger

600002218826--7

6/27/97

ARTICLES OF MERGER

IMPERIAL FIRE HOSE COMPANY

INTO

ANGUS FIRE ARMOUR CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: _____

FILED
97 JUN 20 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
97 JUN 20 AM 10:45

484823

ARTICLES OF MERGER
Merger Sheet

MERGING:

IMPERIAL FIRE HOSE COMPANY, a Florida corporation 484823
,

INTO

ANGUS FIRE ARMOUR CORPORATION, a Delaware corporation not qualified
in Florida.

File date: June 20, 1997, effective June 27, 1997

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 70.00

6/27/97

ARTICLES OF MERGER

OF

IMPERIAL FIRE HOSE COMPANY

AND

ANGUS FIRE ARMOUR CORPORATION

FILED
97 JUN 20 PM 2:17
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Imperial Fire Hose Company ("Imperial") with and into Angus Fire Armour Corporation ("Angus"), as approved by the Board of Directors of Imperial on May 28, 1997 and approved by the Board of Directors of Angus on May 28, 1997.

2. The merger of Imperial with and into Angus is permitted by the laws of the jurisdiction of organization of Angus and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of Angus was May 28, 1997.

3. Shareholder approval was not required for the merger.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 5:00 p.m. on June 27, 1997.

Executed on May 29, 1997.

ANGUS FIRE ARMOUR CORPORATION

By: Ash
Ayman Ashour, President

IMPERIAL FIRE HOSE COMPANY

By: Ash
Ayman Ashour, President

PLAN OF MERGER

1. Angus Fire Armour Corporation ("Angus"), which is a business corporation of the State of Delaware and is the parent corporation and the owner of all of the outstanding shares of Imperial Fire Hose Company ("Imperial"), which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges Imperial into Angus, effective as of June 27, 1997, pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of Angus.

2. The separate existence of Imperial shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act; and Angus shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.

3. At the effective time of the merger (i) all of the estate, property, rights, privileges, powers and franchises of Imperial shall be vested in and held and enjoyed by Angus as fully and entirely and without change or diminution as the same were before held and enjoyed by Imperial in its name, (ii) Angus shall assume all of the obligations of Imperial and (iii) the separate existence of Imperial shall cease, and thereupon Imperial and Angus will become a single corporation (Angus), which shall exist under, and be governed by, the laws of the jurisdiction of organization of Angus.

4. All of the issued and outstanding shares of Imperial shall not be converted in any manner but shall, when the merger becomes effective, be surrendered and canceled and, as a result of such cancellation of all of the issued and outstanding shares of Imperial, the entire stated capital, paid-in capital and paid-in surplus of Imperial shall be canceled and eliminated when the merger becomes effective due to costs associated with such cancellation of shares.

5. The Board of Directors and the proper officers of Angus are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.