

515652

FILING COVER SHEET

REFERENCE:

0262.4637

DATE:

11-25-98

CONTACT:

CINDY HICKS

FROM:

CORPORATE & CRIMINAL RESEARCH SERVICES

103 N. MERIDIAN STREET

TALLAHASSEE, FL 32301

TELEPHONE:

222-1173

SUBJECT:

Standard Welding Supply, Inc - info  
Weldco, Inc.

FILED  
68 NOV 25 PM 12:56  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

EFFECTIVE DATE

11-27-98

STATE FEES PREPAID WITH CHECK #

3693

FOR \$

78.75

PLEASE FILE

RECEIVED  
98 NOV 5 AM 11 04  
STATE OF FLORIDA  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
ARTICLES OF INC.

( ) ANNUAL REPORT

( ) QUALIFICATION

( ) FICTITIOUS NAME

( ) TRADEMARK/SERVICE

( ) AMENDMENT

(X) MERGER

( ) LIMITED PARTNERSHIP

( ) LIMITED LIABILITY

( ) UCC-1

( ) DISSOLUTION

( ) WITHDRAWAL

( ) ANNUAL REPORT

( ) REINSTATEMENT

( ) UCC-3

PROVIDE US WITH:

(X) CERTIFIED COPY

( ) CERTIFICATE OF STATUS

( ) STAMPED COPY

Examiner's Initials

200002696142--8  
-11/25/98-01018-009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Mepp  
11/25/98  
[Signature]

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

STANDARD WELDING SUPPLY, INC., a Florida corporation, document number  
197760

INTO

**WELDCO, INC.**, a Florida corporation, 515652

File date: November 25, 1998, effective November 27, 1998

Corporate Specialist: Karen Gibson

**PLAN AND ARTICLES OF MERGER  
OF  
STANDARD WELDING SUPPLY, INC. WITH AND INTO WELDCO, INC.**

**PLAN AND ARTICLES OF MERGER** dated as of November 20, 1998 (this "Plan of Merger"), by and between WELDCO, INC., a Florida corporation ("WELDCO" or the "Surviving Corporation"), and STANDARD WELDING SUPPLY, INC., a Florida corporation ("Subsidiary") (such two corporations together being herein sometimes called the "Constituent Corporations").

**Preliminary Statement**

(A) WELDCO and Subsidiary are corporations duly organized and existing under the laws of the State of Florida.

(B) WELDCO has an authorized capital consisting of 5000 shares of common stock, par value \$1.00 per share ("WELDCO Common Stock"), of which 1,912.22 shares are issued and outstanding.

(C) Subsidiary has an authorized capital consisting of 500 shares of common stock, \$10.00 par value per share ("Subsidiary Common Stock"), of which 452 shares are issued and outstanding and owned of record and beneficially by WELDCO.

(D) The respective Boards of Directors of WELDCO and Subsidiary have determined that it is advisable that Subsidiary be merged into WELDCO on the terms and conditions hereinafter set forth.

**NOW, THEREFORE**, in consideration of the mutual covenants and agreements herein contained, it is agreed as follows:

**ARTICLE I. MERGER**

1.1 Upon the Effective Date (as hereafter defined) of the merger, in accordance with the applicable laws of the State of Florida, Subsidiary shall be merged with and into WELDCO, to exist and be governed by the laws of the State of Florida.

1.2 The merger shall become effective at the close of business on November 27, 1998 (the "Effective Date") after all of the following actions have been taken: (a) This Plan of Merger shall have been authorized, adopted and approved by the Board of Directors of each Constituent Corporation and by the shareholders of the Subsidiary in accordance with the laws of the State of Florida; and (b) Articles of Merger shall have been delivered to the Florida Department of State for filing, and a copy shall have been filed in the office of the recording officer of each county in Florida in which real property of the Subsidiary is situated, all in accordance with Florida law.

1.3 On the Effective Date, Subsidiary shall be merged into WELDCO, the separate existence of Subsidiary shall cease and WELDCO shall continue in existence, and such merger shall in all respects have the effect provided for in Section 607.1106 of the Florida Business Corporation Act.

1.4 Upon the Effective Date:

(a) Each holder of shares of WELDCO Common Stock which are outstanding immediately prior to the Effective Date of the merger will continue to hold after the Effective Date the same number of shares of WELDCO Common Stock with identical designations, preferences, limitations and relative rights.

(b) Each share of Subsidiary Common Stock issued and outstanding or held as treasury shares immediately prior to the Effective Date of the merger shall be cancelled, and no shares of WELDCO Common Stock shall be issued for such Subsidiary Common Stock.

1.5 Prior to and from and after the Effective Date, the Constituent Corporations shall take all such action as shall be necessary or appropriate in order to effectuate the merger. In case at any time after the Effective Date the Surviving Corporation shall consider or be advised that any further assignments, conveyances or assurances in law are necessary or desirable to carry out the provisions hereof, the proper officers and directors of the Constituent Corporations shall execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary or proper to carry out the provisions hereof.

## **ARTICLE II. SURVIVING CORPORATION**

2.1 The name of the surviving corporation (herein sometimes referred to as the Surviving Corporation" whenever reference is made to it as of the Effective Date or thereafter) shall continue to be "WELDCO, INC" on and after the Effective Date.

2.2 From and after the Effective Date and until thereafter amended as provided by law, the Articles of Incorporation and Bylaws of WELDCO as in effect immediately prior to the Effective Date shall be the Articles of Incorporation and Bylaws of the Surviving Corporation.

2.3 The persons who are directors and officers of WELDCO immediately before the Effective Date of the merger shall continue after the Effective Date as the directors and officers of the Surviving Corporation and shall hold office as provided in the Articles of Incorporation and Bylaws of the Surviving Corporation.

## **ARTICLE III. REQUISITE APPROVALS**

3.1 The Board of Directors of WELDCO approved this Plan of Merger in accordance with the applicable provisions of Florida law by unanimous written consent dated November 16, 1998. Approval of the shareholders of WELDCO is not required pursuant to Section 607.1104 of the Florida Business Corporation Act.

3.2 The Board of Directors of the Subsidiary approved this Plan of Merger by unanimous written consent dated November 16, 1998 and submitted and recommended this Plan of Merger for approval by WELDCO INC., as the sole shareholder of the Subsidiary, in accordance with the applicable provisions of Florida law, and such sole shareholder, by written consent dated November 20, 1998, approved and adopted this Plan of Merger.

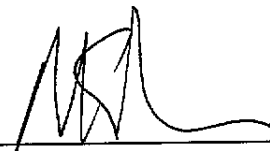
#### ARTICLE IV. GENERAL PROVISIONS

4.1 This Plan of Merger and the merger provided for hereunder may be terminated or amended in the manner provided and in compliance with the applicable provisions of Florida law.

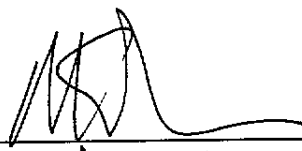
4.2 This Plan of Merger may be executed in counterparts, each of which when so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, WELDCO, INC. and STANDARD WELDING SUPPLY, INC. have executed this Plan of Merger.

WELDCO, INC.

By:   
Mike Rohde, President

STANDARD WELDING SUPPLY, INC.

By:   
Mike Rohde, President