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Merge

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STATE
CORPORATIONS

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6/24/03*

ACCOUNT FILING COVER SHEET

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(Sub Account)

DATE: 6/24

REQUESTOR NAME: Lexis Document Services

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CORPORATION NAME: Triflex Industries, Inc. (Michigan Corp.)
TDS/US Inc. (Florida Corp.)

DOCUMENT NUMBER: _____
(if applicable)

AUTHORIZATION: Cynthia J. Woodyard

Merger
78.75

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ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105 F.S.

FILED
03 JUN 24 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First: The name, address, and jurisdiction of the surviving corporation is:

<u>Name and Address</u>	<u>Jurisdiction</u>
Triflex Industries, Inc. 22701 Trolley Industrial Drive Suite C Taylor, MI 48180	Michigan

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
TDS/US Inc. 20495 Pennsylvania Rd. Brownstown, MI 48192	Florida

Third: The Plan of Merger is attached. It meets the requirements of section 607.1104 and was approved by TDS/US Inc. The Plan of Merger was approved by Triflex Industries, Inc. in accordance with the laws of the State of Michigan.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

Fifth: The Plan of Merger was unanimously adopted by the Board of Directors and the sole shareholder of Triflex Industries, Inc, as the surviving corporation, on June 24, 2003.

Sixth: The Plan of Merger was unanimously adopted by the Board of Directors and the sole shareholder of TDS/US Inc., as the merging corporation, on June 24, 2003.

Seventh: The surviving entity, a Michigan corporation, hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders of each domestic corporation that is a party to the merger.

Eighth: The surviving entity agrees to pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to



which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

Ninth: The merger is permitted under the respective laws of all applicable jurisdictions.

Tenth: The Articles of Merger comply with and were executed in accordance with the laws of each party's applicable jurisdiction.

Eleventh: There are no dissenting shareholders.

Twelfth: Signatures for each corporation:
Dated this 24th day of June, 2003.

<u>Name of Corporation</u>	<u>Signature</u>	<u>Name of Individual and Title</u>
Triflex Industries, Inc.		Willie E. Lanier, Sr., Chairman
TDS/US Inc.		Willie E. Lanier, Sr., Chairman

PLAN OF MERGER

The following plan of merger is submitted in compliance with Section 607.1104 of the Florida Statutes and Section 701 of the Michigan Business Corporation Act.

The name, address and jurisdiction of the parent corporation owning 100 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
TDS/US Inc. 20495 Pennsylvania Rd. Brownstown, MI 48192	Florida

The name, address and jurisdiction of the subsidiary corporation, which will be the surviving corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Triflex Industries, Inc. 22701 Trolley Industrial Drive Suite C Taylor, MI 48180	Michigan

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

SEE BELOW

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

SEE BELOW

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Provisions relating to the merger are as follows:

1. As of the effective date of the merger ("Effective Date"), each share of the common stock of TDS/US Inc. ("TDS") which is issued and outstanding shall be canceled, and shall not be converted into any shares, obligations, evidence of ownership, rights to purchase securities or securities of any other corporation or other entity or into cash or any other property.
2. As of the Effective Date, and upon surrender by each shareholder of the certificates representing such shares of the common stock of TDS, Triflex Industries, Inc. ("Triflex") shall issue to each shareholder of TDS the same class and number of shares of the common stock of Triflex pro rata in accordance with the class and number of shares of the common stock of TDS held by such shareholder immediately preceding the surrender herein contemplated.
3. As of the Effective Date, the separate existence of TDS and Triflex shall cease and TDS shall merge with and into Triflex, with Triflex possessing all the rights, privileges, powers and franchises of a public as well as private nature, and being subject to all the restrictions, disabilities and duties of TDS and Triflex; and all and singular, the rights, privileges, powers and franchises of TDS and Triflex, and all property, real, personal and mixed, and all debts due to any of TDS and Triflex on whatever account, as well as for stock subscriptions and other things in action or belonging to TDS and Triflex shall be vested in Triflex surviving from such merger, and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the surviving corporation as they were of Triflex and the Subsidiary, and the title to any real estate vested by deed or otherwise, under the laws of this State, in TDS and Triflex, shall not revert or be in any way impaired by reason of the merger; but all rights of creditors and all liens upon any property of any of TDS and Triflex shall be preserved unimpaired, and all debts, liabilities and duties of TDS and Triflex shall thenceforth attach to the surviving corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.
4. As of the Effective Date, the members of the Board of Directors of TDS shall be, and they hereby are declared to be, the members of the Board of Directors of Triflex.
5. As of the Effective Date, the officers of TDS shall be, and they hereby are declared to be, the officers of Triflex.
6. As of the Effective Date, the Articles of Incorporation of Triflex shall be, and they hereby are declared to be, the Articles of Incorporation of Triflex; provided, however, that Article I shall be amended to read: "The name of the corporation is: TDS/US Inc."
7. As of the Effective Date, the Bylaws of Triflex shall be, and they hereby are declared to be, the Bylaws of Triflex.