

852571

TRANSMITTAL MEMO

February 20, 1998

To: Florida Department of State
Division of Corporations
East Gaines Street
Tallahassee, Florida 32399

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-02/23/98--01102--010
*****70.00 *****70.00

From: John M. Nanos
Senior Associate General Counsel
Flowserve Corporation
200 Oceangate, Suite 900
Long Beach, CA 90802

800002437978--8
-02/23/98--01102--011
*****52.50 *****52.50

Re: Merger of MFMC, Inc., a Florida corporation, into
Durametallc Corporation, a Michigan corporation

Attached hereto please find an executed original copy of the Articles of Merger and the Plan of Merger effectuating the merger of MFMC, Inc., a Florida corporation, into Durametallc Corporation, a Michigan corporation.

Also enclosed is the requisite \$70 filing fee (\$35 per corporation) and a \$52.50 fee for a certified copy of the Articles of Merger. Please send the certified copy to my attention at the address listed above.

Please note that Durametallc Corporation, a Michigan corporation, is the surviving entity.

If you require additional documentation or have any questions concerning this merger, you may contact me at (562) 435-3700.

Attachments

FEB 24 1998

M. Nanos
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 FEB 23 PM 3:03

FILED

ARTICLES OF MERGER
Merger Sheet

MERGING:

MFMC, INC., a Florida corporation, 350741.

INTO

DURAMETALLIC CORPORATION, a Michigan corporation, 852571

File date: February 23, 1998

Corporate Specialist: Thelma Lewis

STATE OF FLORIDA
ARTICLES OF MERGER OF
MFMC, INC. INTO
DURAMETALLIC CORPORATION

FILED
98 FEB 23 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the applicable laws of the State of Florida, the undersigned corporation executed the following Articles of Merger.

FIRST: The name of the corporation to be merged is MFMC, INC. (the "Acquired Corporation"), a Florida corporation. The name of the surviving entity is DURAMETALLIC CORPORATION (the "Surviving Corporation"), a Michigan corporation.

SECOND: The Acquired Corporation has an authorized capital stock consisting of 60 shares of common stock, par value \$100 per share, of which 60 shares have been duly issued and are now outstanding. The Surviving Entity has authorized capital shares of beneficial interest consisting of 100 common shares of beneficial interest, par value \$5 per share, of which 100 shares have been duly issued and are now outstanding.

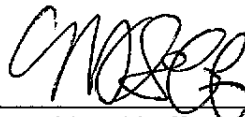
THIRD: The outstanding shares of the Acquired Corporation shall be canceled and no shares of the Surviving Entity shall be issued in exchange therefor. The outstanding shares of the Surviving Entity shall remain outstanding and are not affected by the merger. No additional shares shall be issued or converted in connection with the Plan of Merger.

FOURTH: The merger is to become effective on January 31, 1998.

FIFTH: As the merger of a subsidiary corporation into a parent corporation, shareholder approval was not required for this merger.

SIXTH: The Plan of Merger was approved, adopted, certified, executed and acknowledged by the Board of Directors of both constituent corporations on January 31, 1998

IN WITNESS WHEREOF, the Surviving Corporation has caused this certificate to be signed by an authorized officer, on this the 31st day of January, 1998.

By: 
Ronald F. Shuff
Vice President/Secretary

STATE OF FLORIDA

**PLAN OF MERGER OF MFMC, INC.
INTO DURAMETALLIC CORPORATION**

PLAN OF MERGER made this the 31st day of January, 1998, between MFMC, INC., a Florida corporation (the "Acquired Corporation"), and DURAMETALLIC CORPORATION, a Michigan corporation (the "Surviving Corporation").

WHEREAS, the Acquired Corporation has an authorized capital stock consisting of 60 shares of common stock, par value \$100.00 per share, of which 60 shares have been duly issued and are now outstanding, and

WHEREAS, the Surviving Corporation has an authorized capital stock consisting of 100 shares of common stock, par value \$5.00 per share, of which 100 shares have been duly issued and are now outstanding, and

WHEREAS, the Board of Directors of each constituent corporation deems it advisable and generally to the advantage and welfare of the two parties and their respective shareholders that the Acquired Corporation merge into the Surviving Corporation under and pursuant to the applicable laws of State of Florida and of the State of Michigan.

NOW, THEREFORE, in consideration of the premises and of the mutual Plans herein contained and of the mutual benefits hereby provided, it is agreed by and between the parties hereto as follows:

1. MERGER. The Acquired Corporation shall be and it hereby is merged into the Surviving Corporation.

2. EFFECTIVE DATE. This Plan of Merger (the "Plan") shall become effective on January 31, 1998, the time of such effectiveness being hereinafter called the "Effective Date".

3. SURVIVING CORPORATION. The Surviving Corporation shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Michigan. The separate corporate existence of the Acquired Corporation shall cease forthwith upon the Effective Date.

4. TERMS AND CONDITIONS. The outstanding shares of the Acquired Corporation shall be canceled and no shares of the Surviving Entity shall be issued in exchange therefor. The outstanding shares of the Surviving Entity shall remain outstanding and are not affected by the merger. No additional shares shall be issued or converted in connection with the Plan.

5. CERTIFICATE OF INCORPORATION. The Certificate of Incorporation of the Surviving Corporation, which is already on file with the Secretary of State of Michigan, shall be the Certificate of Incorporation of the Surviving Corporation following the Effective Date, unless and until the same shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Certificate of Incorporation or herein upon any shareholder or director or officer of the Surviving Corporation or upon any other persons whomsoever are subject to the reserve power. Such Certificate of Incorporation shall constitute the Certificate of Incorporation of the Surviving Corporation separate and apart from this Plan and may be separately certified as the Certificate of Incorporation of the Surviving Corporation.

6. BYLAWS. The Bylaws of the Surviving Corporation as it exists on the Effective Date shall be the Bylaws of the Surviving Corporation following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof.

7. BOARD OF DIRECTORS. The directors of the Surviving Corporation immediately after the Effective Date shall be the persons who were the directors of the Surviving Corporation immediately prior to the Effective Date, and such persons shall serve for the terms provided by law or in the Bylaws, or until their respective successors are elected and qualified.

8. FURTHER ASSURANCE OF TITLE. If at any time the Surviving Corporation shall consider or be advised that any acknowledgments or assurances in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to the Surviving Corporation any right, title, or interest of the Acquired Corporation held immediately prior to the Effective Date, the Acquired Corporation and its proper officers and directors shall and will execute and deliver all such acknowledgments or assurances in law and do all things necessary or proper to acknowledge or confirm such right, title, or interest in the Surviving Corporation as shall be necessary to carry out the purposes of the Plan, and the Surviving Corporation and the proper officers or agents thereof are fully authorized to take any and all such action in the name of the Acquired Corporation or otherwise.

9. RIGHTS AND LIABILITIES OF SURVIVING CORPORATION. At and after the Effective Date, the Surviving Corporation shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers, and franchises, both public and private, and all of the property, real, personal, and mixed, of each of the parties hereto; all debts due to the Acquired Corporation or whatever account shall be vested in the Surviving Corporation; all claims, demands, property, rights, privileges, powers and franchises and every other interest of either of the parties hereto shall be as effectively the property of the Surviving Corporation as they were of the respective parties hereto; the title to any real estate vested by deed or otherwise in the Acquired Corporation shall not revert or be in any way impaired by reason of the merger, but shall be vested in the Surviving Corporation; all rights of creditors and all liens upon any property of either of the parties hereto shall be preserved unimpaired, limited in lien to the property affected by such lien at the effective time of the merger; all debts, liabilities, and duties of the

respective parties hereto shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by it; and the Surviving Corporation shall indemnify and hold harmless the officers and directors of each of the parties hereto against all such debts, liabilities and duties and against all claims and demands arising out of the merger.

10. BOOK ENTRIES. The merger contemplated hereby shall be treated as a pooling of interests and, as of the Effective Date, entries shall be made upon the books of the Surviving Corporation in accordance with the following:

(a) The assets and liabilities of the Acquired Corporation shall be recorded at the amounts at which they are carried on the books of the Acquired Corporation immediately prior to the Effective Date, with appropriate adjustment to reflect the retirement of the 60 shares of Common Stock of the Acquired Corporation presently issued and outstanding.

(b) There shall be credited to Capital Account the aggregate amount of the par value per share of all of the Common Stock of the Surviving Corporation resulting from the conversion of the outstanding Common Shares of the Acquired Corporation.

(c) There shall be credited to Capital Surplus Account an amount equal to that carried on the Capital Surplus Account of the Acquired Corporation immediately prior to the Effective Date.


(d) There shall be credited to Earned Surplus Account an amount equal to that carried on the Earned Surplus Account of the Acquired Corporation immediately prior to the Effective Date.

11. SERVICE OF PROCESS ON SURVIVING CORPORATION. The Surviving Corporation agrees that it may be served with process in the State of Florida in any proceeding for enforcement of any obligation of the Acquired Corporation as well as for the enforcement of any obligation of the Surviving Corporation arising from the merger, including any suit or other proceeding to enforce the right of any shareholder as determined in appraisal proceedings pursuant to the provisions of Florida corporate law.

12. TERMINATION. The Plan may be terminated and abandoned by action of the Board of Directors of either party at any time prior to the Effective Date, whether before or after approval by the shareholders of the two parties hereto.

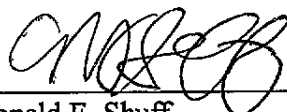
IN WITNESS WHEREOF, each of the parties hereto, pursuant to authority duly granted by the Board of Directors, has caused the Plan to be executed by a duly authorized officer.

MFMC, INC.

By: 

Ronald F. Shuff
Vice President/Secretary

DURAMETALLIC CORPORATION

By: 

Ronald F. Shuff
Vice President/Secretary