

Wills, Trusts &  
Estate Planning

Corporation &  
Business Law

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*A99000000*  
September 14, 1999

*884*

Corporate Records  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

**EFFECTIVE DATE**

10-1-99

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-09/17/99--01044--009  
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Re: American Torch Tip, Ltd. Mergers  
JCM Partnership; JJSDC Land Trust; Welding Properties, Inc.  
Effective Date: October 1, 1999

Dear Sir:

Enclosed please find the copies of the following:

- (1) Articles of Merger (original and one copy);
- (2) Plan of Merger (original and one copy);
- (3) Waiver of Notice and Consent of Partners of JCM Partnership to Plan of Merger;
- (4) Consent by Beneficiaries & Trustee of JJSDC Land Trust to Plan of Merger;
- (5) Consent by Directors of Welding Properties, Inc. to Plan of Merger;
- (6) Waiver of Notice and Consent of Shareholders of Welding Properties, Inc. to Plan of Merger;
- (7) Waiver of Notice Consent of American Torch Tip, Ltd. to Plan of Merger signed by General and Limited Partners; and
- (8) Authorization of American Torch Tip, L.C. to Sign Plan of Merger.

Also enclosed is our client's check in the amount of \$125.25 to cover the following:

American Torch Tip, Ltd. filing fee	\$ 52.50
JCM Partnership filing fee	25.00
Welding Properties, Inc. filing fee	35.00
JJSDC Land Trust ("other" entity) filing fee	.00
Certificate under seal	8.75
	<u>\$121.25</u>

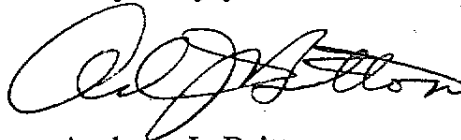
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Corporate Records  
September 14, 1999  
Page Two

Please note that the effective date of the merger is October 1, 1999.

Please return the certificate under seal and copies of the filed documents to me at the above address. Thank you for your assistance in this matter.

Very truly yours,



Andrew J. Britton

AJB/ak  
Enclosure  
cc: J. Michael Cundiff

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

JCM PROPERTIES, JJCDC LAND TRUST, WELDING PROPERTIES, INC., a  
Florida entity

INTO

**AMERICAN TORCH TIP, LTD.**, a Florida entity, A99000000884

File date: September 17, 1999, effective October 1, 1999

Corporate Specialist: Shawn Logan

## ARTICLES OF MERGER

JCM PARTNERSHIP  
JJSDC LAND TRUST  
WELDING PROPERTIES, INC.  
MERGING INTO  
AMERICAN TORCH TIP, LTD.

The following articles of merger are being submitted in accordance with Sections 607.1109, 608.4382 and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction and entity type for each merging party are as follows:

<u>NAME AND ADDRESS</u>	<u>JURISDICTION</u>	<u>ENTITY TYPE</u>
JCM Partnership 6212 29th Street East Bradenton, Florida 34203	Florida	General Partnership
Jeffrey K. Walters, Trustee under Land Trust Agreement dated December 13, 1996 6212 29th Street East Bradenton, Florida 34203	Florida	Trust
Welding Properties, Inc. 6212 29th Street East Bradenton, Florida 34203 Florida Document No. P 93000083686 FEI No. 65-0483006	Florida	Corporation

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TALLAHASSEE, FLORIDA

SECOND: The exact name, street address of its principal office, jurisdiction and entity type of the surviving party are as follows:

<u>NAME AND ADDRESS</u>	<u>JURISDICTION</u>	<u>ENTITY TYPE</u>
American Torch Tip, Ltd. John D. Walters, Jr., Manager 6212 29th Street East Bradenton, Florida 34203 Florida Document No. A99000000884 FEI No. 59-3584305	Florida	Limited Partnership

THIRD: The attached Plan of Merger meets the requirements of Sections 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership, limited partnership, or other business entity, that is a party to the merger in accordance with Chapters 607, 617, 608 and/or 620, Florida Statutes.

FOURTH: The attached Plan of Merger was approved by the business entities that are parties to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: The surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to sections 607.1108(5), 608.4381(2), and/or 620.202(2) Florida Statutes.

SIXTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.


SEVENTH: The merger shall become effective as of October 1, 1999.

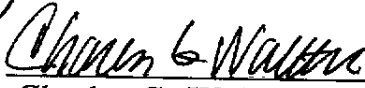
EIGHTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

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TALLAHASSEE, FLORIDA

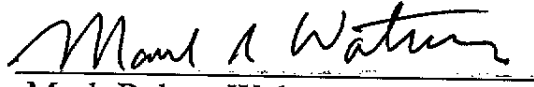
IN WITNESS WHEREOF, the undersigned, hereby set their hands and seals on the date written.

JCM PARTNERSHIP  
a Florida partnership

  
John D. Walters, Jr.


  
Charles G. Walters

September 7, 1999

  
Mark Robert Walters


JJSDC LAND TRUST

September 7, 1999

  
Jeffrey K. Walters, Trustee  
under Agreement dated December 13, 1996

WELDING PROPERTIES, INC.  
a Florida corporation

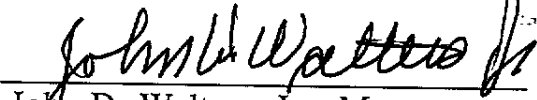
September 7, 1999

  
John D. Walters, III, President

AMERICAN TORCH TIP, LTD.  
a Florida limited partnership

BY: AMERICAN TORCH TIP, L.C.,  
General Partner

September 7, 1999

  
John D. Walters, Jr., Manager

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## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with sections 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with sections 607.1108, 608.438, and /or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>NAME</u>	<u>JURISDICTION</u>
JCM Partnership	Florida
JJSDC Land Trust	Florida
Welding Properties, Inc.	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>NAME</u>	<u>JURISDICTION</u>
American Torch Tip, Ltd.	Florida

The sole general partner of the surviving party is:

American Torch Tip, L.C., a Florida Limited Liability Company  
6212 29th Street East  
Bradenton, Florida 34203

THIRD: The terms and conditions of the merger are as follows:

(1) JCM Partnership: Each of the three (3) partners of JCM Partnership shall receive a 17.3142 percent interest in American Torch Tip, Ltd. in exchange for their partnership interests in JCM Partnership. Upon completion of the merger, John D. Walters, Jr., Charles G. Walters and Mark R. Walters shall each own a 17.3142 percent interest in American Torch Tip, Ltd.

(2) Welding Properties, Inc.: Each of the two shareholders of Welding Properties, Inc., shall receive an 11.6988 percent interest in American Torch Tip, Ltd. in exchange for their shares of Welding Properties, Inc. Upon

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SECRETARY OF STATE

completion of the merger, John D. Walters, III and Jeffrey K. Walters shall each own an 11.6988 percent interest in American Torch Tip, Ltd.

(3) JJSDC Land Trust: Each of the five (5) beneficiaries of the JJSDC Land Trust shall receive a 4.532 percent interest in American Torch Tip, Ltd. in exchange for their interests as beneficiaries in the JJSDC Land Trust. Upon completion of the merger John D. Walters, III, Jeffrey K. Walters, Steven C. Walters, Daniel S. Walters, and Charles G. Walters, Jr., shall each own a 4.532 percent interest in American Torch Tip, Ltd.

FOURTH: The following is a recap of the ownership of American Torch Tip, Ltd., the surviving entity, upon completion of the merger:

<u>NAME</u>	<u>PERCENTAGE INTEREST</u>
John D. Walters, Jr.	17.3142
Charles G. Walters	17.3142
Mark R. Walters	17.3142
John D. Walters, III	16.2307
Jeffrey K. Walters	16.2307
Steven C. Walters	4.5320
Daniel S. Walters	4.5320
Charles G. Walters, Jr.	4.5320
American Torch Tip Company, L.C.	2.0000
TOTAL:	100

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FIFTH: The effective date of the merger shall be October 1, 1999.

SIXTH: When this merger becomes effective:

(1) Every business entity that is a party to the merger merges into the surviving entity and the separate existence of every business entity that is a party to the merger, except the surviving entity, ceases;

(2) The title to all property other than real property or any interest therein, owned by each business entity that is a party to the merger is vested in the surviving entity without reversion or impairment. Title to real property or



any interest therein shall be conveyed by the recordation of a deed with payment of applicable taxes thereon;

(3) The surviving entity shall thereafter be responsible and liable for all the liabilities and obligations of each business entity that is a party to the merger, including liabilities arising out of the rights of dissenters with respect to such merger under applicable law;

(4) Any claim existing or action or proceeding pending by or against any business entity that is a party to the merger may be continued as if the merger did not occur or the surviving entity may be substituted in the proceeding for the business entity which ceased existence;

(5) Neither the rights of creditors nor any liens upon the property of any business entity shall be impaired by such merger.

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TALLAHASSEE, FLORIDA

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**WAIVER OF NOTICE AND  
CONSENT OF PARTNERS  
OF JCM PARTNERSHIP TO  
PLAN OF MERGER**

WHEREAS, John D. Walters, Jr., Charles G. Walters and Mark Robert Walters created a Florida General Partnership known as JCM Partnership (the "Partnership"); and

WHEREAS, the Partnership has not been dissolved and is presently in full force and effect, pursuant to a verbal agreement that is governed by the provisions of Chapter 620, Florida Statutes.

WHEREAS, there has been presented to these Partners a Plan of Merger between the Partnership and American Torch Tip, Ltd., a Florida Limited Partnership, ("ATTFLP") effective October 1, 1999, a copy of which is attached hereto, (the "Plan"); and

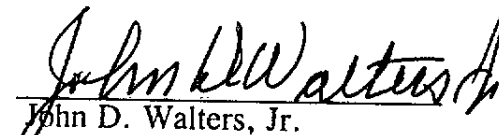
WHEREAS, it is deemed in the best interests of the Partners that the terms and conditions of such Plan be approved and performed;

RESOLVED, that the Plan of Merger of the Partnership and ATTFLP is approved in the form submitted;

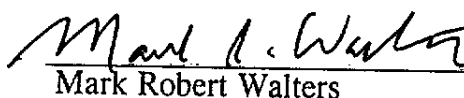
RESOLVED FURTHER, that all preparations for and conduct of these matters be carried out in full compliance with all applicable federal and state securities laws and regulations, or so as to take advantage of any appropriate exemptions from registration under such laws;

RESOLVED FURTHER, that the Partners are authorized on behalf of the Partnership to execute and deliver deeds conveying the partnership real property to ATTFLP, and to take such other actions and execute such other documents as may be necessary or convenient to carry out and perform such Plan of Merger.

The undersigned, being all the Partners of JCM Partnership hereby approve the above resolutions, and waive all notices relating to the merger required to be given to the partners, including that required under Section 620.8906, Florida Statutes, relating to the rights of dissenting parties to be paid the fair market value of their assets.

  
John D. Walters, Jr.

  
Charles G. Walters

  
Mark Robert Walters

"Partners"

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TREASURER, FLORIDA

Effective date: October 1, 1999

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**CONSENT BY BENEFICIARIES AND TRUSTEE OF**  
**JJSDC LAND TRUST TO**  
**PLAN OF MERGER**

WHEREAS, John D. Walters, III, Jeffrey K. Walters, Steven C. Walters, Daniel S. Walters and Charles G. Walters, Jr., created a land trust under agreement dated December 13, 1996, ("Trust"), and named Jeffrey K. Walters as Trustee; and

WHEREAS, Jeffrey K. Walters is the current Trustee of the Trust; and

WHEREAS, John D. Walters, III, Jeffrey K. Walters, Steven C. Walters, Daniel S. Walters and Charles G. Walters, Jr. (the "Beneficiaries") are the beneficiaries of the Trust; and

WHEREAS, the Trust has not been revoked, and with the exception of any amendments referenced above, the Trust has not been modified or amended and is presently a valid, existing trust and is in full force and effect; and

WHEREAS, Paragraph 5. of the Trust provides that the Beneficiaries shall have full rights to exclusive control of the trust property; and


WHEREAS, the Beneficiaries and Trustee have reviewed a proposed Plan of Merger effective October 1, 1999, providing for the merger of the Trust into American Torch Tip, Ltd., a Florida Limited Partnership, ("ATTFLP"), a copy of which is attached hereto; and

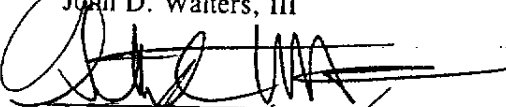
WHEREAS, the Beneficiaries and Trustee deem it to be in the best interests of the Trust that such Plan be approved and that the Trust and ATTFLP be merged; it is:

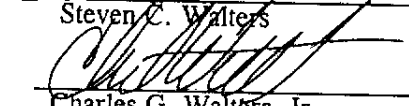
RESOLVED, that the terms and conditions of the proposed Plan presented to the Beneficiaries and Trustee, the mode of carrying it into effect, and the manner of transferring the property of the Trust to ATTFLP as set forth in the Plan, are hereby adopted;

RESOLVED FURTHER, that all preparations for and conduct of these matters be carried out in full compliance with all applicable federal and state securities laws and regulations, or so as to take advantage of any appropriate exemptions from registration under such laws.

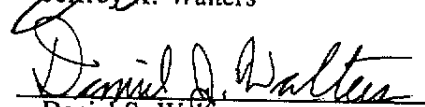
RESOLVED FURTHER, that the Trustee of the Trust is directed to execute deeds conveying the real property owned by the trust to ATTFLP, and to file such other instruments and do such other acts in the name and on behalf of the Trust as may be necessary or property to fully perform the terms and conditions of the proposed Plan.

  
John D. Walters, III

  
Steven C. Walters

  
Charles G. Walters, Jr.

  
Jeffrey K. Walters

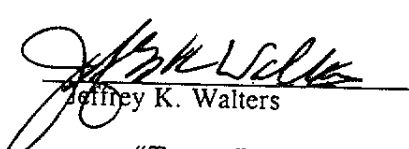
  
Daniel S. Walters

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TALLAHASSEE, FLORIDA

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"Beneficiaries"

  
Jeffrey K. Walters

"Trustee"

EFFECTIVE DATE: October 1, 1999

**CONSENT BY DIRECTORS OF  
WELDING PROPERTIES, INC. TO  
PLAN OF MERGER**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WHEREAS, there has been presented to and discussed at this meeting a proposed Plan of Merger effective October 1, 1999, providing for the merger of Welding Properties, Inc., a Florida corporation, ("Welding Properties"), into American Torch Tip, Ltd., a Florida Limited Partnership, ("ATTFLP"), a copy of which is attached hereto; and

WHEREAS, this Board of Directors deems it to be in the best interests of Welding Properties and its shareholders that such Plan be approved and that Welding Properties and ATTFLP be merged; it is:


RESOLVED, that the terms and conditions of the proposed Plan presented at this meeting, and the mode of carrying it into effect as well as the manner of converting the shares of the constituent corporations into ownership of ATTFLP as set forth in the Plan, are hereby adopted, and submitted to the shareholders of Welding Properties for approval;

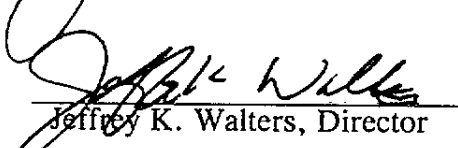
RESOLVED FURTHER, that all preparations for and conduct of these matters be carried out in full compliance with all applicable federal and state securities laws and regulations, or so as to take advantage of any appropriate exemptions from registration under such laws.

RESOLVED FURTHER, that either a written consent of all shareholders of Welding Properties be obtained or a special meeting of the shareholders of Welding Properties be called for the purpose of considering and voting on said proposed Plan;

RESOLVED FURTHER, that September 1, 1999, is hereby fixed as the record date for determination of shareholders entitled to notice of or to vote at such meeting, and that all shareholders of record as of the close of business of Welding Properties on such day, and only such shareholders, are entitled to notice of or to vote at such meeting as they may otherwise be entitled respectively;

RESOLVED FURTHER, that should the shareholders of Welding Properties approve the proposed Plan, the officers of Welding Properties are directed to execute and acknowledge deeds conveying the real property of the corporation to ATTFLP, and such other instruments and do such other acts in the name and on behalf of Welding Properties as may be necessary or property to fully perform the terms and conditions of the proposed Plan.

  
John D. Walters, III, Director

  
Jeffrey K. Walters, Director

Dated: September 7, 1999

**WAIVER OF NOTICE AND CONSENT OF SHAREHOLDERS**  
**OF WELDING PROPERTIES, INC. TO**  
**PLAN OF MERGER**

WHEREAS, there has been presented to the undersigned, being all of the shareholders of Welding Properties, Inc., a Florida corporation, a Plan of Merger between Welding Properties, Inc., and American Torch Tip, Ltd., a Florida Limited Partnership, ("ATTFLP") effective October 1, 1999, a copy of which is attached hereto, (the "Plan"); and

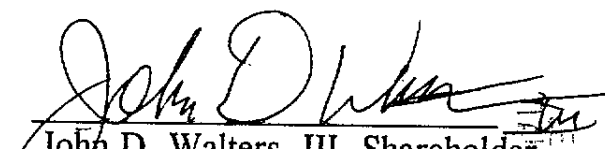
WHEREAS, it is deemed in the best interests of the shareholders of Welding Properties, Inc., that the terms and conditions of such Plan be approved and performed;

RESOLVED, that the Plan of Merger of Welding Properties, Inc., and ATTFLP submitted to this meeting is approved in the form submitted;

RESOLVED FURTHER, that all preparations for and conduct of these matters be carried out in full compliance with all applicable federal and state securities laws and regulations, or so as to take advantage of any appropriate exemptions from registration under such laws.

RESOLVED FURTHER, that the Board of Directors and officers of Welding Properties, Inc., are authorized on behalf of Welding Properties, Inc., to take such actions and to execute and acknowledge deeds conveying the real property of the corporation to ATTFLP, and to file such other documents as may be necessary or convenient to carry out and perform such Plan of Merger.

The undersigned, being all the shareholders of Welding Properties, Inc., hereby approve the above resolutions, and waive all notices relating to this merger, including the notice requirements of Section 607.1103(4), Florida Statutes (1997), relating to the rights of dissenting parties to be paid the fair market value of their interests.

  
John D. Walters, III, Shareholder

  
Jeffrey K. Walters, Shareholder

Effective date: October 1, 1999

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TALLAHASSEE, FLORIDA

**WAIVER OF NOTICE AND CONSENT OF  
AMERICAN TORCH TIP, LTD. TO  
PLAN OF MERGER**

WHEREAS, there has been presented to American Torch Tip, L.C., a Florida Limited Liability Company, the General Partner of American Torch Tip, Ltd., and to its limited partners a proposed Plan of Merger effective October 1, 1999, providing for the merger of Welding Properties, Inc., a Florida corporation, JJSDC Land Trust, a Florida trust created under Agreement dated December 13, 1996, and JCM Partnership, a Florida general partnership, into American Torch Tip, Ltd., a Florida Limited Partnership, ("ATTFLP"), a copy of which is attached hereto; and

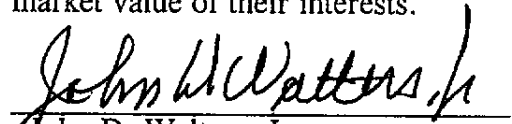
WHEREAS, the General Partner and limited partners deem it to be in the best interests of ATTFLP that such Plan be approved and that Welding Properties, JJSDC Land Trust, JCM Partnership be merged into ATTFLP; it is:

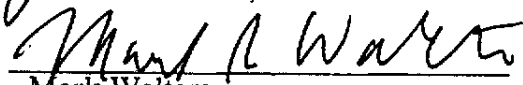
RESOLVED, that the terms and conditions of the proposed Plan presented to the General Partner, the mode of carrying it into effect, and the manner of converting the shares of the constituent entities into ATTFLP as set forth in the Plan, are hereby adopted;

RESOLVED FURTHER, that all preparations for and conduct of these matters be carried out in full compliance with all applicable federal and state securities laws and regulations, or so as to take advantage of any appropriate exemptions from registration under such laws.

RESOLVED FURTHER, that the General Partner of ATTFLP is directed to execute, acknowledge, and file such instruments and do such other acts in the name and on behalf of ATTFLP as may be necessary or property to fully perform the terms and conditions of the proposed Plan.

The undersigned, being all the partners of ATTFLP, hereby approve the above resolutions and waive all notices relating to this merger, including the notice requirements of Section 620.202(3), Florida Statutes (1998), relating to the right of dissenting parties to be paid the fair market value of their interests.

  
John D. Walters, Jr.

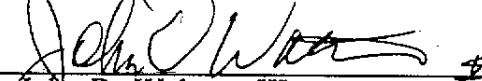
  
Mark Walters

  
Jeffrey K. Walters

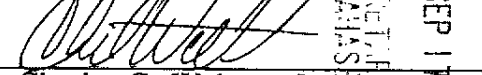
  
Daniel Walters

"Limited Partners"

  
Charles G. Walters

  
John D. Walters, III

  
Steven C. Walters

  
Charles G. Walters, Jr.

AMERICAN TORCH TIP, LTD.  
a Florida limited partnership

BY: American Torch Tip, L.C.  
a Florida limited liability company

  
John D. Walters, Jr., Manager

"General Partner"

Dated: September 7, 1999

**AUTHORIZATION OF  
AMERICAN TORCH TIP, L.C. TO  
SIGN PLAN OF MERGER**

WHEREAS, there has been presented to American Torch Tip, L.C., a Florida Limited Liability Company, ("ATT") the General Partner of American Torch Tip, Ltd., a proposed Plan of Merger effective October 1, 1999, providing for the merger of Welding Properties, Inc., a Florida corporation, JJSDC Land Trust, a Florida trust created under Agreement dated December 13, 1996, and JCM Partnership, a Florida general partnership, into American Torch Tip, Ltd., a Florida Limited Partnership, ("ATTFLP"), a copy of which is attached hereto; and

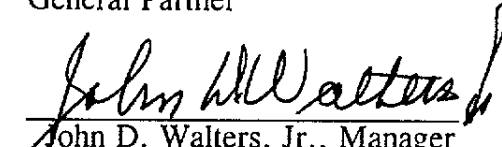
WHEREAS, the General Partner deems it to be in the best interests of ATT that such Plan be approved and that Welding Properties, JJSDC Land Trust, JCM Partnership be merged into ATTFLP; it is:

RESOLVED, that the terms and conditions of the proposed Plan presented to ATT, the mode of carrying it into effect, and the manner of converting the shares of the constituent entities into ATTFLP as set forth in the Plan, are hereby adopted;

RESOLVED FURTHER, that all preparations for and conduct of these matters be carried out in full compliance with all applicable federal and state securities laws and regulations, or so as to take advantage of any appropriate exemptions from registration under such laws.

RESOLVED FURTHER, that the Manager of ATT, as General Partner of ATTFLP, is directed to execute, acknowledge, and file such instruments and do such other acts in the name and on behalf of ATTFLP as may be necessary or property to fully perform the terms and conditions of the proposed Plan.

AMERICAN TORCH TIP, L.C.  
a Florida limited liability company  
General Partner

  
John D. Walters, Jr., Manager

Dated: September 7, 1999

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA