

F01000000055

CT CORPORATION SYSTEM

CORPORATION(S) NAME

Ameralum, Inc.

merging: American Aluminum & Insulation Fireproofing Company, Inc.

& American Aluminum & Insulation Co. of Tampa, Inc.

FILED
01 JAN -4 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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****105.00 ****105.00

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<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
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	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

RECEIVED
01 JAN -4 PM 12:07
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

1/4/01

Order#: 3492682

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Amount: \$ _____

File Second

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

G. COULLETTE JAN 04 2001

ARTICLES OF MERGER
Merger Sheet

MERGING:

AMERICAN ALUMINUM & INSULATION FIREPROOFING COMPANY, INC., a
Florida corporation, G12779

AMERICAN ALUMINUM & INSULATION CO. OF TAMPA, INC., a Florida
corporation, L17294

into

AMERALUM, INC., a Delaware entity F01000000055

File date: January 4, 2001

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER
OF
AMERICAN ALUMINUM & INSULATION FIREPROOFING COMPANY, INC.,
AMERICAN ALUMINUM & INSULATION CO. OF TAMPA, INC.
AND
AMERALUM, INC.**

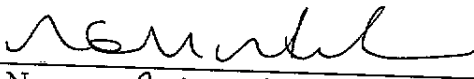
Pursuant to the provisions of the Florida Business Corporation Act, the domestic corporations and the foreign corporation herein named do hereby submit the following Articles of Merger.

1. The Plan of Merger for merging AMERICAN ALUMINUM & INSULATION FIREPROOFING COMPANY, INC., a Florida corporation, and AMERICAN ALUMINUM & INSULATION CO. OF TAMPA, INC., a Florida corporation, with and into AMERALUM, INC., a Delaware corporation, is attached hereto and made a part of these Articles of Merger.
2. The Plan of Merger was approved by resolution adopted by unanimous written consent of the sole shareholder of AMERICAN ALUMINUM & INSULATION FIREPROOFING COMPANY, INC. on January 4, 2001 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act, and was approved by resolution adopted by unanimous written consent of the sole shareholder of AMERICAN ALUMINUM & INSULATION CO. OF TAMPA, INC. on January 4, 2001 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.
3. The Plan of Merger was approved by resolution adopted by unanimous written consent of the Board of Directors and sole stockholder of AMERALUM, INC. on January 4, 2001 in accordance with the Delaware General Corporation Law, which laws permit the merger herein contemplated.
4. The effective time and date of the merger herein provided in the State of Florida shall be 4:59 a.m./p.m. on January 4, 2001.


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Executed on January 4, 2001.

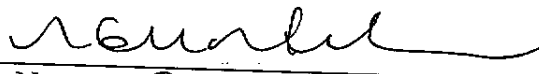
AMERICAN ALUMINUM & INSULATION
FIREPROOFING COMPANY, INC.,
a Florida corporation

By: 
Name: RICHARD G. MOSTELLER
Title: VICE PRESIDENT

AMERICAN ALUMINUM & INSULATION
CO. OF TAMPA, INC.,
a Florida corporation

By: 
Name: RICHARD G. MOSTELLER
Title: VICE PRESIDENT

AMERALUM, INC.,
a Delaware corporation

By: 
Name: RICHARD G. MOSTELLER
Title: VICE PRESIDENT

SIGNATURE PAGE TO FLORIDA ARTICLES OF MERGER

PLAN OF MERGER

This Plan of Merger ("Plan of Merger"), dated January 4, 2001, is by and among AMERICAN ALUMINUM & INSULATION FIREPROOFING COMPANY, INC., a Florida corporation, AMERICAN ALUMINUM & INSULATION CO. OF TAMPA, INC., a Florida corporation (together, the "Merging Corporations"), and AMERALUM, INC., a Delaware corporation.

The Plan of Merger was approved by resolution adopted by unanimous written consent of the Board of Directors and the sole shareholder of AMERICAN ALUMINUM & INSULATION FIREPROOFING COMPANY, INC. on January 4, 2001, was approved by resolution adopted by unanimous written consent of the Board of Directors and the sole shareholder of AMERICAN ALUMINUM & INSULATION CO. OF TAMPA, INC. on January 4, 2001, and was approved by resolution adopted by unanimous written consent of the Board of Directors and the sole shareholder of AMERALUM, INC. on January 4, 2001.

AMERICAN ALUMINUM & INSULATION FIREPROOFING COMPANY, INC., AMERICAN ALUMINUM & INSULATION CO. OF TAMPA, INC. and AMERALUM, INC. shall merge into a single corporation, with AMERALUM, INC. being the survivor, pursuant to the provisions of the Florida Business Corporation Act and the provisions of Delaware General Corporation Law.

THEREFORE, IT IS AGREED AS FOLLOWS:

FIRST: On the Effective Date (as defined in Article Seventh), AMERALUM, INC. hereby merges into itself the Merging Corporations and said Merging Corporations shall be and hereby are merged into AMERALUM, INC., which shall be the surviving corporation.

SECOND: The separate existence of the Merging Corporations shall cease on the Effective Date and the existence of AMERALUM, INC. shall continue unaffected and unimpaired by the merger with all of the rights, privileges, immunities and powers and subject to all the duties and liabilities of a corporation organized under Delaware law.

THIRD: The Certificate of Incorporation of AMERALUM, INC., as amended, and in full force and effect on the Effective Date, shall continue to be the Certificate of Incorporation of surviving corporation until further amended and changed pursuant to the provisions of Delaware General Corporation Law.

FOURTH: The Bylaws of AMERALUM, INC. in full force and effect on the Effective Date shall be the Bylaws of the surviving corporation until changed, altered or amended as therein provided and in the manner prescribed by Delaware General Corporation Law.

FIFTH: The Directors and Officers of AMERALUM, INC. in office on the Effective Date shall continue in office and shall constitute the Directors and Officers of the surviving corporation for the term elected or appointed and qualified. Should a vacancy exist on the Effective Date on the Board of Directors, or in any office of the surviving corporation, such vacancy may be filled in the manner provided by the Bylaws of the surviving corporation.

SIXTH: All of the issued and outstanding shares of stock of the Merging Corporations shall, at the Effective Date, be cancelled and cease to exist. All issued and outstanding shares of stock of AMERALUM, INC. shall be unaffected by this merger.

SEVENTH: The merger shall become effective on January 4, 2001 (the "Effective Date").

EIGHTH: From and after the Effective Date, all the rights, privileges, powers and franchises and all property, contracts, money and assets of every kind and description, including, without limitation, patents, trademarks, trade names, licenses and registrations and the goodwill relating to any of the foregoing, of the Merging Corporations shall be vested in, and be held and enjoyed by, AMERALUM, INC. without further act or deed. All the estates and interests of every kind of the Merging Corporations, including, but not limited to, all debts due to them on whatever account, shall be as effectively the property of AMERALUM, INC. as they were of the Merging Corporations prior to the merger. The title to any real estate vested by deed or otherwise in the Merging Corporations shall not revert or be in any way impaired by reason of the merger. All rights of creditors and all liens upon any property of the Merging Corporations prior to the merger shall henceforth attach to the same property of AMERALUM, INC. and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by AMERALUM, INC.

NINTH: The Merging Corporations agree, to the extent permitted by law, from time to time, as and when requested by AMERALUM, INC., or by its successors or assigns, to execute and deliver, or cause to be executed or delivered, all such deeds and instruments, and to take, or cause to be taken, such further or other action as AMERALUM, INC. may deem necessary or desirable in order to vest in and confirm to AMERALUM, INC. title to, and possession of, any property, bank accounts, assets or rights of the Merging Corporations acquired by reason of, or as a result of, the merger herein provided for, and otherwise to carry out the intent and purposes hereof. The proper Officers and Directors of the Merging Corporations immediately preceding the merger and the then current proper Officers and Directors of AMERALUM, INC. are authorized, in the name of the Merging Corporations and AMERALUM, INC. or otherwise, to take any and all such action.

TENTH: The Merging Corporations and AMERALUM, INC. shall take or cause to be taken all action, or do or cause to be done all things necessary, proper, or advisable under the laws of the States of Florida and Delaware to consummate the merger and to make the merger effective.

ELEVENTH: Anything herein to the contrary notwithstanding, this Agreement and Plan of Merger may be abandoned at any time prior to the Effective Date by action of the Boards of Directors of the Merging Corporations and AMERALUM, INC., acting for any reason or for no reason. In the event of such termination and abandonment, this Agreement and Plan of Merger shall become void and have no effect without any liability on the part of the Merging Corporations and AMERALUM, INC. or the stockholders or directors of the constituent corporations. The Boards of Directors of the Merging Corporations and AMERALUM, INC. may make amendments or changes to this Agreement and Plan of Merger, provided that any such amendment to change shall not materially or adversely affect the stockholders of AMERALUM, INC.

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