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CT CORP

FILED  
01 MAR 30 PM 4:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

BTU Contracts, Inc. & Action Welding Supply, Inc. Merged Into: Union I

0

*Merger*

600003931816--1  
-03/30/01--01057--019  
\*\*\*\*105.00 \*\*\*\*105.00

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<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
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<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		

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

3/30/01

Order#: 3910521

Ref#: \_\_\_\_\_

Amount: \$ \_\_\_\_\_

RECEIVED  
01 MAR 30 PM 12:28  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Corrected to  
reflect that surviving  
corp. was qualified  
4/9/01  
C

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

*merger  
spayne  
4/9/01*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

ACTION WELDING SUPPLY, INC., a Florida corp., #359138

BTU CONTRACTS, INC., a non qualified Delaware corp.

into

**UNION INDUSTRIAL GAS & SUPPLY, INC.**, a Nevada entity F01000001038

File date: March 30, 2001

Corporate Specialist: Susan Payne

**ARTICLES OF MERGER  
OF  
BTU CONTRACTS, INC.,  
ACTION WELDING SUPPLY, INC.  
AND  
UNION INDUSTRIAL GAS & SUPPLY, INC.**

**Dated as of March 28, 2001**

**FILED**  
**01 MAR 30 PM 4:22**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The following Articles of Merger are submitted in accordance with Section 607.1105 of the Florida Business Corporation Act:

FIRST: The name and jurisdiction of incorporation of the surviving corporation of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Union Industrial Gas & Supply, Inc.	Nevada

SECOND: The name and jurisdiction of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
BTU Contracts, Inc.	Delaware
Action Welding Supply, Inc.	Florida

THIRD: The Plan of Merger is attached to these Articles of Merger as Exhibit A.

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 adopted by the sole shareholder of the surviving corporation on March 27, 2001.

SIXTH: The Plan of Merger was adopted by the sole shareholder of the merging corporations on March 27, 2001.

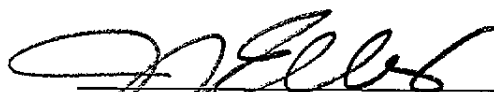
[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, this instrument has been executed for and on behalf and in the name of the undersigned corporation by its officers thereunto duly authorized on March 28, 2001.


**UNION INDUSTRIAL GAS & SUPPLY, INC.**

By:   
Jeffrey S. Ellis  
President

**BTU CONTRACTS, INC.**

By:   
Jeffrey S. Ellis  
President

**ACTION WELDING SUPPLY, INC.**

By:   
Jeffrey S. Ellis  
President

**EXHIBIT A**

## **AGREEMENT AND PLAN OF MERGER**

**of**

**BTU CONTRACTS, INC.,**

**a Delaware corporation,**

**and**

**ACTION WELDING SUPPLY, INC.,**

**a Florida corporation,**

**into**

**UNION INDUSTRIAL GAS & SUPPLY, INC.,**

**a Nevada corporation**

**Dated as of March 27, 2001**

Pursuant to the provisions of Section 252 of the Delaware General Corporation Law (the "DGCL"), Section 607.1104 of the Florida Business Corporation Act (the "FBCA") and Chapter 92A of the Nevada Revised Statutes (the "NRS"), BTU Contracts, Inc., a Delaware corporation ("BTU"), Action Welding Supply, Inc., a Florida corporation ("AWS," and together with BTU, the "Merged Corporations"), and Union Industrial Gas & Supply, Inc., a Nevada corporation ("Union" and, together with the Merged Corporations, the "Constituent Corporations"), enter into this Agreement and Plan of Merger (the "Agreement") for the purpose of merging the Merged Corporations with and into Union.

Therefore, the Constituent Corporations, each a wholly-owned subsidiary of Aertec Texas, Inc., a Nevada corporation, agree to the following plan of merger (the "Plan of Merger"):

### **PLAN OF MERGER**

1. The Merger. The Merged Corporations shall merge (the "Merger") with and into Union in accordance with the provisions of the DGCL, the FBCA and the NRS. At the Effective Time (as defined below), the separate existence of the Merged Corporations shall cease to exist, and Union shall continue in existence as the surviving corporation of the Merger (the "Surviving Corporation") pursuant to the provisions of the NRS.

2. Effect of Merger. At the Effective Time, all of the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets and obligations of every kind and description of the Merged Corporations shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed, and all property, rights, obligations and every other interest of Union and the Merged Corporations shall be as effectively the

property of the Surviving Corporation as they were of Union and the Merged Corporations, respectively; and from and after the Effective Time, Union shall be responsible and liable for all debts, liabilities and duties of each of the Merged Corporations, which may be enforced against Union to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

3. Effective Time. The Merger shall become effective upon the filing of certificates or articles of merger with the Secretaries of State of the States of Delaware, Florida and Nevada, or at such later date and time specified in such certificates or articles of merger (the "Effective Time").

4. Effect on Capital Stock.

(i) Capital Stock of BTU. Each share of capital stock of BTU ("BTU Common Stock") issued and outstanding or held as a treasury share by BTU immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and retired and cease to exist at the Effective Time.

(ii) Capital Stock of AWS. Each share of common stock of AWS ("AWS Common Stock") issued and outstanding or held as a treasury share by AWS immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and retired and cease to exist at the Effective Time.

(iii) Capital Stock of Union. Each share of common stock, \$.01 par value, of Union ("Union Common Stock") issued and outstanding immediately prior to the Effective Time shall remain outstanding and shall be unaffected by the Merger.

5. Articles of Incorporation. The Articles of Incorporation of Union in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation. The Articles of Incorporation of the Surviving Corporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the NRS.

6. Bylaws. The bylaws of Union in effect immediately prior to the Effective Time shall be the bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the NRS.

7. Directors and Officers. The directors and officers of Union in office immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation, all of whom shall hold their directorships and offices until their successors are duly elected and qualified.

8. Authorization. The officers of Union are each hereby authorized and directed to cause to be executed and filed and recorded any document or documents prescribed by the laws of the States of Delaware, Florida and Nevada and to cause to be performed all necessary acts therein and elsewhere required or necessary to effectuate the Merger.

9. Approval of Merger. The approval of this Agreement by each of the Merged Corporations and Union was duly authorized by all actions required by the laws of Delaware, Florida and Nevada and by their constituent documents.

10. Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Nevada, without regard to any applicable conflicts of law.

11. Counterparts. This Agreement may be executed in counterparts, all of which shall be considered one and the same agreement and shall become effective when one or more counterparts have been signed by each of the parties and delivered to the other parties, it being understood that all parties need not sign the same counterpart.

12. Severability. Any term or provision of this Agreement which is invalid or unenforceable in any jurisdiction shall, as to that jurisdiction, be ineffective to the extent of such invalidity or unenforceability without rendering invalid or unenforceable the remaining terms and provisions of this Agreement in any other jurisdiction. If any provision of this Agreement is so broad as to be unenforceable, such provision shall be interpreted to be only so broad as is enforceable.

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IN WITNESS WHEREOF, the undersigned have executed this Agreement effective as of the date first written above.

MERGED CORPORATIONS:

**BTU CONTRACTS, INC.**

By:

\_\_\_\_\_  
Jeffrey S. Ellis  
President

**ACTION WELDING SUPPLY, INC.**

By:

\_\_\_\_\_  
Jeffrey S. Ellis  
President

SURVIVING CORPORATION:

**UNION INDUSTRIAL GAS & SUPPLY, INC.**

By:

\_\_\_\_\_  
Jeffrey S. Ellis  
President