

F04510

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

CASI-RUSCO ACQUISITION CORP., a Delaware corporation, F94000002908

INTO

CASI-RUSCO INC., a Florida corporation, F04510.

File date: March 25, 1997

Corporate Specialist: Darlene Connell

Account number: 072100000032

Account charged: 70.00



THE UNITED STATES  
CORPORATION  
COMPANY

F04510

ACCOUNT NO. : 072100000032

REFERENCE : 278135 4718168

AUTHORIZATION :

*Patricia Pignatelli*

COST LIMIT : \$ 70.00

ORDER DATE : February 28, 1997

ORDER TIME : 11:18 AM

ORDER NO. : 278135-010

600002103886--8

CUSTOMER NO: 4718168

CUSTOMER: Mary Larue, Legal Assistant  
Berwind Group Legal Department  
3000 Centre Square West  
1500 Market Street  
Philadelphia, PA 19102

ARTICLES OF MERGER

CASI-RUSCO ACQUISITION CORP.

INTO

CASI-RUSCO, INC.

FILED  
97 MAR 25 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS: \_\_\_\_\_

*Merger*  
*4/4/97*  
*De*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 5, 1997

CSC - CHRISTOPHER SMITH

TALLAHASSEE, FL

SUBJECT: ~~CASI-RUSCO INC.~~  
Ref. Number: F04510

**File Second**  
**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for CASI-RUSCO INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The ~~current name of the entity is as referenced above.~~ Please correct your document accordingly.

Our records reflect ~~CASI-RUSCO ACQUISITION CORP.,~~ a Delaware corporation qualified in the State of Florida as being ~~revoked for failure to file the 1995 annual report.~~ If you choose to merge this corporation as an active Delaware qualified to transact business in the State of Florida, please see information enclosed on ~~reinstating the corporation.~~

The fees to reinstate the corporation are as follows: \$585 reinstatement fee, \$61.25 filing fee per year for the years 1994 through the current year, \$103.75 corporate supplemental fee for the years 1992 forward.

Therefore, the total fee to file the reinstatement is \$915.00. Add an additional \$8.75 for each certificate of status requested.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6906.

Darlene Connell  
Corporate Specialist

Letter Number: 797A00011318

RECEIVED  
97 APR -4 AM 11:30  
DIVISION OF CORPORATIONS

97 MAR 25 AM 11:35  
DIVISION OF CORPORATIONS

ARTICLES OF MERGER  
OF  
Casi-Rusco Acquisition Corp.  
AND  
Casi-Rusco Inc.

FILED  
97 MAR 25 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Secretary of State  
State of Florida

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

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Casi-Rusco Acquisition Corp. with and into Casi-Rusco, Inc.

2. The merger of Casi-Rusco Acquisition Corp. with and into Casi-Rusco Inc. is permitted by the laws of the jurisdiction of organization of Casi-Rusco Acquisition Corp. and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of Casi-Rusco Acquisition Corp. was February 17, 1997.

3. The shareholders of Casi-Rusco Inc. entitled to vote thereon approved and adopted the aforesaid Plan of Merger in accordance with the provisions of the Florida Business Corporation Act on February 17, 1997.

4. The effective time and date of the merger herein provided for in the State of Florida shall be upon filing.

Executed on *February 25, 1997*

CASI-RUSCO ACQUISITION CORP.

By: 

D. A. Schuldt, President

CASI- RUSCO INC.

By: 

D. A. Schuldt, President

## PLAN OF MERGER

adopted for

### CASI-RUSCO ACQUISITION CORP.

a business corporation organized under the laws of  
the State of Delaware  
by resolution of its Board of Directors on February 17, 1997,

and adopted for

### CASI-RUSCO INC.,

a business corporation organized under the laws of  
the State of Florida,  
by resolution of its Board of Directors on February 17, 1997.

The names of the corporations planning to merge are Casi-Rusco Acquisition Corp., a business corporation organized under the laws of the State of Delaware and Casi-Rusco Inc., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which Casi-Rusco Acquisition Corp. plans to merge is Casi-Rusco, Inc.

1. Casi-Rusco Acquisition Corp. and Casi-Rusco Inc., shall, pursuant to the provisions of the laws of the State of Delaware and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Casi-Rusco Inc., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Casi-Rusco Acquisition Corp., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers of the surviving corporation in office at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices

until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall at the effective time and date of the merger be cancelled. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the non-surviving corporation, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the non-surviving corporation, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Delaware and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.