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*Heather Chapman X.2908*

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DIVISION OF CORPORATIONS

**MERGER OR SHARE EXCHANGE**

**KLOCKNER KHS, INC.**

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*Merger*

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December 30, 2005

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

KHS AMERICA, INC.  
8200 N.W. 27 ST.  
STE 107  
MIAMI, FL 33122US

SUBJECT: KHS AMERICA, INC.  
REF: P96000041657

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**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Klöckner K&S, Inc.

James E. Elliott

James E. Elliott (CFO)

K&S America, Inc.

ALCIDES VIEIRA

ALCIDES VIEIRA (V.P. OPERATIONS)

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**PLAN OF MERGER**  
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Klöckner KHS, Inc.

Wisconsin

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

KHS America, Inc.

Florida

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

KHS America, Inc. shall be merged with and into Klöckner KHS, Inc. Klöckner KHS, Inc. shall be the surviving corporation. The Articles of Incorporation of Klöckner KHS, Inc. in effect immediately prior to the merger shall remain the Articles of Incorporation of Klöckner KHS, Inc. after the merger unless and until amended as provided therein and by law. The bylaws of Klöckner KHS, Inc. in effect immediately prior to the merger shall be the bylaws of Klöckner KHS, Inc. after the merger unless and until amended as provided therein and by law.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

*(Attach additional sheets if necessary)*

All conversions, cancellations and other actions provided for in this Article Fourth shall occur automatically upon the effectiveness of the merger, by virtue of the merger and without any action on the part of the holders of the shares of KHS America, Inc. all shares of KHS America, Inc. issued and outstanding immediately prior to the effectiveness of the merger shall be cancelled and converted into the right to receive the merger consideration specified in Section 2 in the Merger Agreement upon surrender by the holders thereof of certificates representing such shares.

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THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

None

**OR**

Restated articles are attached:

Other provisions relating to the merger are as follows:

Klöckner KHS, Inc. agrees that it may be served with process in the State of Florida in any action, suit or proceeding for the enforcement of any obligation or the right of any dissenting shareholders of any corporation which is to merge or consolidate, irrevocably appointing the Secretary of State as its agent to accept service of process in any such action, suit or proceeding and the address to which a copy of such process shall be mailed to by the Secretary of State is 880 Bahcall Court, Waukegan, WI 53186 and that it will promptly pay to any such dissenting shareholder the amount, if any to which they are entitled under the Florida Business Corporation Act.

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