

**F11568**

Florida Department of State  
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**MERGER OR SHARE EXCHANGE**

American Distributors, Inc.

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Merger  
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March 26, 2004

P. M. I. INTERNATIONAL DISC, INC.  
6501 NW 37TH AVE  
MIAMI, FL 33147US

SUBJECT: P. M. I. INTERNATIONAL DISC, INC.  
REF: F11568

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The merger submitted was prepared in compliance with section 607.1109 Florida Statutes which provides for mergers between domestic corporations and other business entities as defined in section 607.1108, Florida Statutes. Pursuant to section 607.1108(7), Florida Statutes, any merger consisting solely of the merger of one or more domestic corporations with or into one or more foreign corporations shall be consummated solely in accordance with section 607.1107, Florida Statutes. Section 607.1107, Florida Statutes then refers you to section 607.1105, Florida Statutes.

The name of the merging corporation is as reflected above and this name should be P. M. I. INTERNATIONAL DISC, INC.

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 (850) 245-6901.

Susan Payne

FAX Aud. #: H04000064495

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
OF P. M. I. INTERNATIONAL DISC, INC.  
WITH AND INTO  
AMERICAN DISTRIBUTORS, INC.**

The following articles of merger are being submitted in accordance with Section 607.1105 of the Florida Statutes.

**FIRST: THE MERGING PARTIES**

The exact name, street address of its principal office, jurisdiction, and entity type for the merging party (the "Merging Sub") are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
P. M. I. INTERNATIONAL DISC, INC. 6501 NW 37 <sup>th</sup> Ave. Miami, FL 33147	Florida	Corporation

Florida Document/Registration Number: F11568      FEI Number: 592051737

**SECOND: THE SURVIVING PARTY**

The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party (the "Surviving Corporation") are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
American Distributors, Inc. 2550 North Loop West, Suite 400 Houston, TX 77092	Texas	Corporation

**THIRD: PLAN OF MERGER**

The attached Plan of Merger ("Plan of Merger") meets the requirements of Articles 5.01 and 5.16 of the Texas Business Corporation Act and Sections 607.1101 and 607.1104 of the Florida Business Corporation Act, and was approved by the Board of Directors of each corporation that is a party to the merger in accordance with Part 5 of the Texas Business Corporation Act and Section 607 of the Florida Business Corporation Act, on March 22, 2004.

A copy of the Plan of Merger is on file at the principal place of business of the Surviving Corporation at:

American Distributors, Inc.  
2550 North Loop West, Suite 400  
Houston, Texas 77092

**EFFECTIVE DATE**  
4/1/04

A copy of the Plan of Merger will be furnished by such entity, on written request and without cost, to any shareholder of the Surviving Corporation and to any creditor or obligee of the parties to the merger at the time of the merger if such obligation is then outstanding.

**FOURTH: PERMITTED BY LAW AND GOVERNING DOCUMENTS**

The merger is permitted under the laws of the State of Florida and the laws of the State of Texas, and is not prohibited by the Bylaws or Articles of Incorporation of either party to the merger.

These Articles of Merger comply with and were executed in accordance with the laws of the State of Florida and the laws of the State of Texas.

No amendments to the articles of incorporation of the Surviving Corporation are to be effected by the merger.

**FIFTH: SHAREHOLDER APPROVAL/DISSENTER'S RIGHTS**

Pursuant to Article 5.16 of the Texas Business Corporation Act and Section 607.1104(1)(a) of the Florida Business Corporation Act, the approval by the sole shareholder of the Surviving Corporation, and the approval by the Surviving Corporation, as the sole shareholder of the Merging Sub, was not required to authorize the merger.

Notwithstanding the foregoing, the Surviving Corporation hereby appoints the Secretary of State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is a party to the merger. In addition, the Surviving Corporation has agreed to promptly pay to the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under Section 707.1302 of the Florida Business Corporation Act.

**SIXTH: DELAYED EFFECTIVE DATE**

As permitted by Section 607.0123(2) of the Florida Business Corporation Act, the Merger shall be effective at 12:01 a.m. on April 1, 2004.

**SEVENTH: TAX CLEARANCE**

The Surviving Corporation will be responsible for the payment of all fees and franchise taxes for each of the Surviving Corporation and the Merging Sub, and will pay such fees and franchise taxes if the same are not timely paid.

**REQUIRED SIGNATURES FOR EACH ENTITY:**

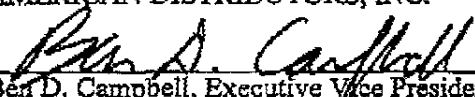
**MERGING PARTY:**

P. M. I. INTERNATIONAL DISC, INC.

  
Ben D. Campbell, Executive Vice President

**SURVIVING PARTY:**

AMERICAN DISTRIBUTORS, INC.

  
Ben D. Campbell, Executive Vice President

**EXHIBIT A****PLAN OF MERGER****PLAN OF MERGER  
(P. M. I. INTERNATIONAL DISC, INC. INTO  
AMERICAN DISTRIBUTORS, INC.)**

This Plan of Merger (the "Plan of Merger") was adopted and approved as of the 22nd day of March, 2004, by each party that is a party to the merger as described below, pursuant to the provisions of Part 5 of the Texas Business Corporation Act and Section 607 of the Florida Business Corporation Act.

**FIRST: THE MERGING PARTY**

The exact name and jurisdiction of the merging party (the "Merging Sub") is as follows:

<u>Name</u>	<u>Jurisdiction</u>
P. M. I. International Disc, Inc.	Florida

**SECOND: THE SURVIVING PARTY**

The exact name and jurisdiction of the surviving party (the "Surviving Corporation") is as follows:

<u>Name</u>	<u>Jurisdiction</u>
American Distributors, Inc.	Texas

**THIRD: THE MERGER**

1. On the Effective Date, the separate existence of the Merging Sub shall cease, and the Merging Sub shall be merged into the Surviving Corporation in accordance with the provisions of articles 5.01 and 5.16 of the Texas Business Corporation Act and Sections 607.1104 and 607.1107 of the Florida Business Corporation Act. The Surviving Corporation shall possess all the rights, privileges, immunities, powers, and franchises of a public and private nature, and shall be subject to all of the restrictions, disabilities, and duties of the Merging Sub. Additionally, title to all property, whether real, personal, or mixed, tangible or intangible, of the Merging Sub shall vest in the Surviving Corporation. All and every other property and interest of the Merging Sub shall be the property and interest of the Surviving Corporation to the same extent as the Merging Sub. The title to any real property, whether obtained by deed or otherwise, that is

vested in the Merging Sub shall not revert or in any way be impaired by reason of this merger, provided that all rights of creditors and all liens upon the property shall be preserved unimpaired. All debts, liabilities, duties, and obligations of the Merging Sub shall be the debts, liabilities, duties and obligations of the Surviving Corporation. Such debts, liabilities, duties, and obligations may be enforced against the Surviving Corporation to the same extent as if said debts, liabilities, and obligations had been incurred or contracted by the Surviving Corporation.

2. On the Effective Date, the Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall continue to be the Articles of Incorporation of the Surviving Corporation, until thereafter amended.
3. On the Effective Date, the Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall continue to be the Bylaws of the Surviving Corporation, until thereafter altered, amended or repealed.
4. On the Effective Date, the shareholders of the Surviving Corporation shall continue to be the shareholders of the Surviving Corporation until additional shareholders are added or substituted.
5. The Surviving Corporation shall pay all expenses incident to the merger.
6. Subsequent to the Effective Date, the Merging Sub shall not issue, sell, or issue rights to subscribe to, any shares of its capital stock or declare any dividends on its capital stock.
7. Subsequent to the Effective Date, the Merging Sub shall not incur any obligations, whether by contract or otherwise, except those incurred pursuant to existing agreements and arrangements and those incurred in the ordinary course of business. Additionally, subsequent to the Effective Date, the Merging Sub shall not dispose of any material portion of its business or property.
8. If at any time the Surviving Corporation deems it advisable that any further assignments or assurances in law or any other actions are necessary or desirable to vest in the Surviving Corporation, according to the terms of this Plan of Merger, the title to any property, interest or rights of the Merging Sub, the appropriate officers and directors of the Merging Sub shall execute and make all such assignments and assurances to vest title in such property, interests, or rights in the Surviving Corporation.

#### **FOURTH: MANNER AND BASIS OF CONVERTING OWNERSHIP INTERESTS**

1. On the Effective Date, all shares of common stock of the Merging Sub (the "Shares") which shall be outstanding shall, by virtue of the merger and without any action on the part of the holder thereof, be canceled and extinguished.
2. On the Effective Date, each right to acquire additional Shares of the Merging Sub, to the extent that any such rights exist, shall, by virtue of the merger and without any action on the part of the holder thereof, be canceled and extinguished.

**FIFTH: SHAREHOLDER APPROVAL / DISSENTER'S RIGHTS**

Pursuant to Article 5.16 of the Texas Business Corporation Act and Section 607.1104(1)(a) of the Florida Business Corporation Act, approval by the shareholders of the Surviving Corporation and the Merging Sub was not required to authorize the merger.

Notwithstanding the foregoing, shareholders of the Merging Sub who, except for the applicability of Section 607.1104 of the Florida Business Corporation Act, would be entitled to vote and who dissent from the merger pursuant to Section 607.1321 of the Florida Business Corporation Act, may be entitled, if they comply with the provisions of Section 607 of the of the Florida Business Corporation Act regarding appraisal rights, be paid the fair value of their shares.

The Surviving Corporation, as the sole shareholder of the Merging Sub, hereby waives all rights to notice and all rights to dissent with respect to the merger.

**SIXTH: EFFECTIVE DATE**

The merger will become effective on April 1, 2004 (such date being "Effective Date") upon the issuance of the certificate of merger by the Secretary of State of Texas, in accordance with the provisions of the Texas Business Corporation Act, and upon filing Articles of Merger with the Secretary of State of Florida, in accordance with Section 607.1109 of the Florida Business Corporation Act.