

UCC SERVICES

Fax 850-681-6011

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Division of Corporations

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Florida Department of State
Division of Corporations
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Fax Number : (850) 617-6380

From:

Account Name : UCC FILING & SEARCH SERVICES, INC.
Account Number : 119980000054
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LS

MERGER OR SHARE EXCHANGE

United Welding Services, Inc.

Certificate of Status	0
Certified Copy	1
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Estimated Charge	\$96.25

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**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

Name	Jurisdiction	Form/Entity Type
Thule Acquisition, LLC	Georgia	LLC

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

Name	Jurisdiction	Form/Entity Type
United Welding Services, Inc.	Florida	Corporation

F33211

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

Not applicable

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State 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 party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

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EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
United Welding Services, Inc.		Mark Cohen, VP
Thule Acquisition, LLC		Mark Cohen, Manager

Corporations:

Chairman, Vice Chairman, President or Officer
(If no directors selected, signature of incorporator.)

General Partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of a member or authorized representative

Fees:

\$35.00 Per Party

Certified Copy (optional):

\$8.75

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PLAN OF MERGER

FIRST: The exact name, firm/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Firm/Entity Type</u>
Thule Acquisition, LLC	Georgia	LLC

SECOND: The exact name, firm/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Firm/Entity Type</u>
United Welding Services, Inc.	Florida	Corporation

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

Thule Acquisition, LLC will merge into United Welding Services Inc.,
which will be the surviving entity. Thule Acquisition, LLC will cease to exist.

The surviving corporation will succeed to all of the assets and liabilities of
Thule Acquisition, LLC.

(Attach additional sheet if necessary)

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FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

The membership interests of Thule Acquisition, LLC will be cancelled upon the merger.

The sole member of Thule Acquisition, LLC will receive no consideration for the merger.

(Attach additional sheet if necessary)

B. The manner and basis of converting the ~~rights to acquire~~ interests, shares, obligations or other securities of each merged party into the ~~rights to acquire~~ the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

See description in Paragraph Fourth A. above.

(Attach additional sheet if necessary)

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FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

Not applicable.

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

Not applicable.

(Attach additional sheet if necessary)

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SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

Not applicable.

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

None.

(Attach additional sheet if necessary)

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