

F95000000286

CT CORPORATION SYSTEM

CORPORATION(S) NAME

Saint-Gobain Ceramics & Plastics, Inc.

merging: American Boats Crushing Co., Inc.

FILED
01 DEC 26 PM 4:54
TALLAHASSEE FLORIDA

RECEIVED
01 DEC 26 PM 4:54
TALLAHASSEE FLORIDA

<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 checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input checked="" type="checkbox"/> XCUS
		Re: Merger
<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 _____

12/26/01

Order#: 4998550

EFFECTIVE DATE

12-31-01

Ref#: _____

Amount: \$ _____

100004740381--0
-12/27/01--01004--012
*****70.00 *****70.00

100004740381--0
-12/27/01--01004--013
*****17.50 *****17.50

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

ARTICLES OF MERGER
Merger Sheet

MERGING:

AMERICAN BOARDS CRUSHING CO., INC., a Florida corporation,
P93000013610

INTO

SAINT-GOBAIN CERAMICS & PLASTICS, INC., a Delaware entity,
F95000000286

File date: December 26, 2001, effective December 31, 2001

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
SAINT-GOBAIN CERAMICS & PLASTICS, INC.	DELAWARE

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
AMERICAN BOARDS CRUSHING CO., INC.	FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Third: The Plan of Merger is attached. **EFFECTIVE DATE**

12-31-01

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR 12 / 31 / 2001 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 1, 2001

The Plan of Merger was adopted by the board of directors of the surviving corporation on December 1, 2001 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on December 1, 2001 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

**SAINT-GOBAIN CERAMICS
& PLASTICS, INC.**

Signature

David L. Mascarin, Vice President

**AMERICAN BOARDS
CRUSHING CO., INC.**

Handwritten signature: [Illegible]

Dean B. Arvidson, Jr., President

PLAN OF MERGER
of
AMERICAN BOARTS CRUSHING CO., INC.
into
SAINT-GOBAIN CERAMICS & PLASTICS, INC.


1. This Plan of Merger is created pursuant to Section 253 of the Delaware General Corporation Law and Section 607.1104 through Section 607.1107 of the Florida Business Corporation Act.
2. AMERICAN BOARTS CRUSHING CO., INC., a Florida corporation ("ABC"), shall be merged into SAINT-GOBAIN CERAMICS & PLASTICS, INC., a Delaware corporation ("SGCP"), the sole stockholder of ABC, and SGCP shall be the surviving corporation.
3. The Articles of Incorporation of SGCP, as heretofore amended and as in effect on the date of the merger provided for herein, shall continue in full force and effect as the Articles of Incorporation of the corporation surviving this merger.
4. All outstanding shares of common stock of ABC shall be canceled of record on the effective date of the merger. Since all of the issued and outstanding shares of ABC are owned by SGCP, no shares of SGCP, the surviving corporation, are to be issued and ABC shall receive no consideration as a result of the merger provided for herein.
5. Each share of the common stock of the surviving corporation, which shall be issued and outstanding on the effective date of this merger, shall remain issued and outstanding.
6. SGCP will, on the effective date of the merger, assume all of the obligations of ABC.
7. The merger shall be completed and shall be effective at the close of business on December 31, 2001.
8. The surviving corporation may be served with process in the State of Florida in any proceeding for enforcement of any obligation of ABC as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of Delaware; and SGCP does hereby irrevocably appoint the Florida Secretary of State as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Florida Secretary of State is 750 East Swedesford Road, Valley Forge, PA 19482, Attention: General Counsel until the surviving corporation shall


have hereafter designated in writing to the said Florida Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Florida Secretary of State duplicate copies of such process, one of which copies the Florida Secretary of State shall forthwith send by registered mail to said Saint-Gobain Industrial Ceramics, Inc. at the above address.

Executed under seal as of the first day of December, 2001.

American Boats Crushing Co., Inc.

Saint-Gobain Ceramics & Plastics, Inc.

By: 
Name: Dean B. Arvidson, Jr.
Title: President

By: 
Name: David L. Mascarin
Title: Vice President