

Document Number Only

FR8000004410

C T Corporation System.

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

100002637701--9

-09/11/98-01079-028

***227.50 ***227.50

Production Supply Company of Florida, Inc.

merging into:

Production Supply Company, Inc.

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☒ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS

☐ After 4:30

☒ Pick Up

Name

Availability

Document
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

9/11

PLEASE RETURN EXTRA COPY

FILE STAMPED

THANKS

CONNIE

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

98 SEP 11 PM 3:03

RECEIVED

FILED
98 SEP 11 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 14, 1998

CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: PRODUCTION SUPPLY COMPANY, INC.
Ref. Number: F98000004410

We have received your document for PRODUCTION SUPPLY COMPANY, INC. and your check(s) totaling \$227.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The merger should include 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.

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) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 798A00046379

Walk-In
Pick-up
9/16/98

* Please backdate filing to
September 11th.

Thanks!

RECEIVED
98 SEP 16 AM 11:32
DIVISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING:

PRODUCTION SUPPLY COMPANY OF FLORIDA, INC., a Florida corporation,
L59491

INTO

PRODUCTION SUPPLY COMPANY, INC., a Louisiana corporation,
F98000004410

File date: September 11, 1998

Corporate Specialist: Teresa Brown

**CERTIFICATE AND ARTICLES OF MERGER
OF
PRODUCTION SUPPLY COMPANY OF FLORIDA, INC.
(a Florida corporation)
with and into
PRODUCTION SUPPLY COMPANY, INC.
(a Louisiana corporation)**

FILED
98 SEP 11 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Filed pursuant to Section 607.1105 of the Florida Business Corporation Act and Section 112(F) of the Louisiana Business Corporation Law)

The undersigned corporations, acting pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Florida Act") and Section 112(F) of the Louisiana Business Corporation Law (the "Louisiana Act"), do hereby certify that:

FIRST: The name and state of incorporation of each of the constituent corporations of the merger (the "Constituent Corporations") to which this Certificate and Articles of Merger (the "Merger Certificate") relates are as follows:

Production Supply Company of Florida, Inc.	Florida
Production Supply Company, Inc.	Louisiana

SECOND: The Agreement and Plan of Merger between the Constituent Corporations (the "Agreement") providing for the merger (the "Merger") of Production Supply Company of Florida, Inc. ("PSCFL") with and into Production Supply Company, Inc. ("PSC"), has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 607.1101 of the Florida Act and Section 112 of the Louisiana Act.

THIRD: The "Effective Date" shall be the date the Merger is effective under applicable law.

FOURTH: PSC will survive the Merger and continue to operate under its current name (the "Surviving Corporation").

FIFTH: The articles of incorporation and by-laws of PSC, as in existence immediately prior to the Effective Date, shall be the articles of incorporation and by-laws of the Surviving Corporation after the Effective Date, unless and until amended in accordance with their terms and as provided by law.

SIXTH: The directors and officers of PSC immediately prior to the Effective Date shall be, from and after the Effective Date, the directors and officers of the Surviving Corporation, until their respective successors are duly elected or appointed and qualified to hold office or until their earlier resignation or removal.

respective successors are duly elected or appointed and qualified to hold office or until their earlier resignation or removal.

SEVENTH: (a) As of the Effective Date, all shares of common stock, no par value per share, of PSCFL issued and outstanding immediately prior to the Effective Date and not owned by PSC shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive shares of capital stock, no par value per share, of the Surviving Corporation. As of the Effective Date, all shares of common stock of PSCFL shall no longer be outstanding and shall automatically be canceled and retired and shall cease to exist.

(b) All shares of capital stock, no par value per share, of PSC outstanding immediately before the Merger shall, as of the Effective Date, be shares of capital stock, no par value per share, of the Surviving Corporation.

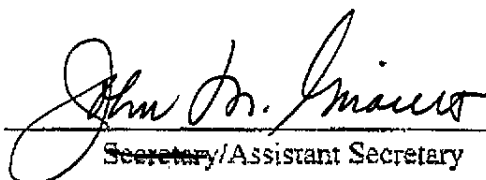
EIGHTH: The shareholders of Production Supply Company, Inc. and the shareholders of Production Supply Company of Florida, Inc. have approved the Merger by written consent executed and effective on September 11, 1998.


NINTH: An executed copy of the Agreement is on file at the principal place of business of the Surviving Corporation at 4342 Michoud Boulevard, New Orleans, Louisiana 70129 and will be furnished by the Surviving Corporation upon request and without charge to any shareholder of the Constituent Corporations.

This Certificate and Articles of Merger has been executed this 11th day of September 1998, by each Constituent Corporation acting through their respective duly authorized representatives.

ATTEST:

PRODUCTION SUPPLY COMPANY, INC.


Secretary/Assistant Secretary

By: 
Jack Middlebrooks
President

ATTEST:

PRODUCTION SUPPLY COMPANY OF
FLORIDA, INC.

Newton R. Reynolds
Secretary

By: _____
John Westeyn
President

SE: BY

5045828105
8-28-98 ; 2:56PM ;

954 525 3503;# 4/ 6

This Certificate and Articles of Merger has been executed this 11th day of September 1998, by each Constituent Corporation acting through their respective duly authorized representatives.

ATTEST:

PRODUCTION SUPPLY COMPANY, INC.

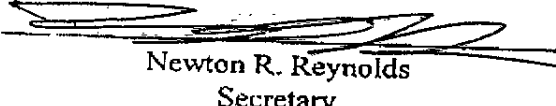
Secretary/Assistant Secretary

By: _____

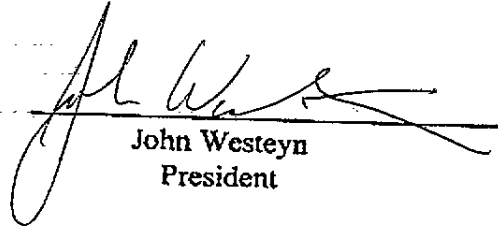
Jack Middlebrooks
President

ATTEST:

PRODUCTION SUPPLY COMPANY OF
FLORIDA, INC.


Newton R. Reynolds
Secretary

By: _____


John Westeyn
President

ACKNOWLEDGMENT

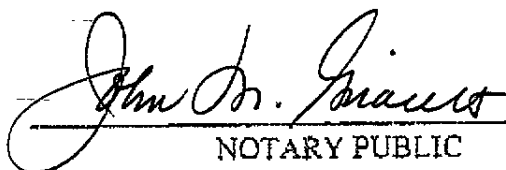
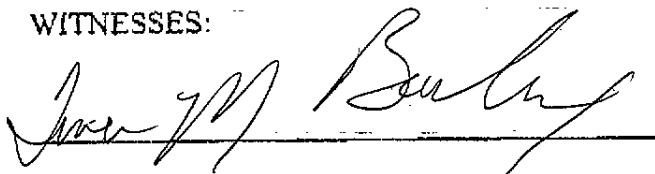
STATE OF LOUISIANA

PARISH OF ORLEANS

BEFORE ME, the undersigned authority, personally came and appeared Newton R. Reynolds, to me known to be the Secretary of Production Supply Company of Florida, Inc., a Florida corporation (the "Corporation"), and the person who executed the foregoing Certificate and Articles of Merger pursuant to Section 607.224(1) of the Florida Business Corporation Act in such capacity, and who, being duly sworn, acknowledged and declared in my presence and in the presence of the undersigned witnesses that he was authorized to and did execute the foregoing instrument in such capacity for the Corporation as its and his free act and deed.

IN WITNESS WHEREOF, the witnesses and I have hereunto affixed our signatures on this 11th day of September 1998.

WITNESSES:


NOTARY PUBLIC

JOHN M. GIRAULT
NOTARY PUBLIC
Parish of Orleans, State of Louisiana
My Commission is issued for Life.

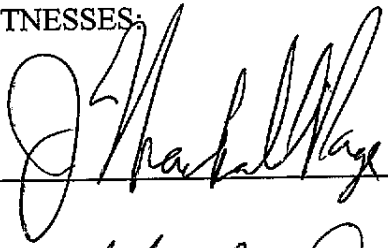

ACKNOWLEDGMENT


STATE OF New York
COUNTY OF New York

BEFORE ME, the undersigned authority, personally came and appeared Jack Middlebrooks, to me known to be the President of Production Supply Company, Inc., a Louisiana corporation (the "Corporation"), and the person who executed the foregoing Certificate and Articles of Merger pursuant to Section 112 of the Louisiana Business Corporation Law in such capacity, and who, being duly sworn, acknowledged and declared in my presence and in the presence of the undersigned witnesses that he was authorized to and did execute the foregoing instrument in such capacity for the Corporation as its and his free act and deed.

IN WITNESS WHEREOF, the witnesses and I have hereunto affixed our signatures on this 11th day of September, 1998.

WITNESSES:


NOTARY PUBLIC

AUGUSTA PETERSON
NOTARY PUBLIC, State of New York
No. 01PE4999442
Qualified in Queens County
Commission Expires July 20, 2000