

G41197

Law Offices
ANDREW J. BRITTON, P.A.
Suite A
245 N. Tamiami Trail
Venice, Florida 34285

Telephone
(941) 484-7102

Telecopier
(941) 488-2544

Wills, Trusts &
Estate Planning

Corporation &
Business Law

December 23, 1998

Corporate Records
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

600002723516--1
-12/28/98--01097--003
*****83.75 *****83.75

Re: Articles of Merger
OTTCO, Inc., a Florida corporation (merging corporation)
American Torch Tip Company, a Florida corporation (surviving
corporation)

FILED
98 DEC 28 PM 3: 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
12/31/98

Gentlemen:

Enclosed please find an original and one copy of Articles of Merger in the
above matter, together with our check in payment of fees as follows:

\$75.00 filing fee
8.75 certificate under seal

Please return the certificate and a copy of the filed Articles of Merger to
me at the above address. Thank you.

Very truly yours,

Andrew J. Britton

VS JAN 11 1999

merger

AJB/ak

*1.24\walters\otte\sos.ltr

ARTICLES OF MERGER
Merger Sheet

MERGING:

OTTCO, INC., a Florida corporation, 642143

INTO

AMERICAN TORCH TIP COMPANY, a Florida corporation, G41197

File date: December 28, 1998, effective December 31, 1998

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER
OF
OTTCO, INC.
(A FLORIDA CORPORATION)
AND
AMERICAN TORCH TIP COMPANY
(A FLORIDA CORPORATION)

FILED
98 DEC 28 PM 3: 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
12/31/98

Pursuant to the provisions of Sections 607.1105, Florida Statutes, these Articles of Merger provide that:

1. OTTCO, Inc., ("OTTCO"), a Florida corporation, Florida document registration number 642143, Federal Employer Identification Number 59-2008239, shall be merged with and into American Torch Tip Company ("ATTC"), a Florida corporation, Florida document registration number G41197, Federal Employer Identification Number 59-2297860, which shall be the surviving corporation.

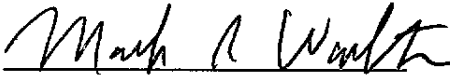
2. The merger shall become effective on December 31, 1998 (the "Effective Time").


3. The Agreement and Plan of Merger effective December 31, 1998 pursuant to which OTTCO shall be merged with and into ATTC (the "Merger"), was adopted by the shareholders of OTTCO by written consent effective December 23, 1998, and by the shareholders of ATTC, by written consent effective December 23, 1998, both in accordance with the provisions of Section 607.0704, Florida Statutes. A copy of the Agreement and Plan of Merger is attached hereto and incorporated herein, and meets the requirements of applicable Florida law.

IN WITNESS WHEREOF, these Articles of merger have been executed on behalf of the constituent corporations by their authorized officers effective December 23, 1998, in accordance with the laws of each party's applicable jurisdiction.

ATTEST:

OTTCO, INC., a Florida corporation



Mark R. Walters, Secretary

By 
Charles G. Walters, President

ATTEST:

AMERICAN TORCH TIP COMPANY,
A Florida corporation


Mark R. Walters, Secretary

By 
John D. Walters, Jr., President

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 23^d day of December, 1998, by Charles G. Walters, President of OTTCO, Inc., a Florida corporation, who is personally known to me or who has produced _____ as identification.



ANDREW ALLEN
My Comm Exp. 12/22/2000
Bonded By Service Ins
No. CC609599
 Personally Known Other I.D.

Andrew Allen

Notary Public

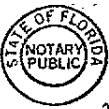
Andrew Allen

Name Printed

My Commission Expires: 12/22/2000

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 23^d day of December, 1998, by John D. Walters, Jr., President of American Torch Tip Company, a Florida corporation, who is personally known to me or who has produced _____ as identification.



ANDREW ALLEN
My Comm Exp. 12/22/2000
Bonded By Service Ins
No. CC609599
 Personally Known Other I.D.

Andrew Allen

Notary Public

Andrew Allen

Name Printed

My Commission Expires: 12/22/2000

a:1.24\walters\ottco\merger.art

AGREEMENT AND PLAN OF MERGER
BETWEEN

OTTCO, INC.
(A Florida Corporation)
AND
AMERICAN TORCH TIP COMPANY
(A Florida Corporation)

Agreement and Plan of Merger effective December 31, 1998, between OTTCO, Inc., (OTTCO), a Florida corporation, and American Torch Tip Company (ATTC), a Florida corporation.

AGREEMENT

In consideration of the mutual covenants set forth in this Agreement, the parties agree as follows:

1. In accordance with the provisions of this Agreement, and the Florida Business Corporation Act, at the Effective Time, OTTCO shall be merged with and into ATTC (the "Merger"), the separate and corporate existence of OTTCO shall cease, and ATTC shall continue under its present name (the "Surviving Corporation"). (OTTCO and ATTC are collectively referred to as the "Constituent Corporations.").

2. The Merger shall become effective as of 11:59 p.m. on December 31, 1998, (the "Effective Time").

3. The Surviving Corporation shall possess and retain every interest in all assets and property of every description, wherever located of each of the Constituent Corporations. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to or any interest in any real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

4. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or

deed. The Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Time.

5. At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise:

(a) There are one hundred (100) shares of the capital stock of OTTCO outstanding. Each issued and outstanding share of the capital stock of OTTCO shall be canceled and exchanged for shares of capital stock of ATTC, which shall be transferred from ATTC as follows:

SHAREHOLDER	OTTCO SHARES	ATTC SHARES TO BE RECEIVED
Charles G. Walters	24	124
Mark R. Walters	24	124
John D. Walters, III	26	135
Jeffrey K. Walters	26	135

(b) All other issued and outstanding shares of capital stock of ATTC shall remain issued and outstanding.

6. The Articles of Incorporation of ATTC in effect immediately prior to the Effective Time shall remain in effect and be the Articles of Incorporation of the Surviving Corporation.

ATTEST: OTTCO, INC., a Florida corporation

Mark R. Walters
Mark R. Walters, Secretary

By Charles G. Walters
Charles G. Walters, President

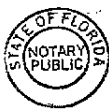
ATTEST: AMERICAN TORCH TIP COMPANY,
A Florida corporation

Mark R. Walters
Mark R. Walters, Secretary

By John D. Walters, Jr.
John D. Walters, Jr., President

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 23^d day of December, 1998, by Charles G. Waltesr, President of OTTCO, Inc., a Florida corporation, who is personally known to me or who has produced _____ as identification.



ANDREW ALLEN
My Comm Exp. 12/22/2000
Bonded By Service Ins
No. CC609599
 Personally Known Other I.D.

Andrew Allen

Notary Public

Andrew Allen

Name Printed

My Commission Expires: 12/22/2000

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 23^d day of December, 1998, by John D. Walters, Jr., President of American Torch Tip Company, a Florida corporation, who is personally known to me or who has produced _____ as identification.



ANDREW ALLEN
My Comm Exp. 12/22/2000
Bonded By Service Ins
No. CC609599
 Personally Known Other I.D.

Andrew Allen

Notary Public

Andrew Allen

Name Printed

My Commission Expires: 12/22/2000

a:1.24\walters\otto\merger.agm