

G41197

Law Offices  
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December 23, 1998

Corporate Records  
Division of Corporations  
Department of State  
409 E. Gaines Street  
Tallahassee, Florida 32399

700002723517--8  
-12/28/98--01097--004  
\*\*\*\*\*83.75 \*\*\*\*\*83.75

Re: Articles of Merger  
Plasma Components, Inc., a New Hampshire corporation  
(merging corporation) - American Torch Tip Company, a  
Florida corporation (surviving corporation)

FILED  
98 DEC 28 PM 3:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Gentlemen:

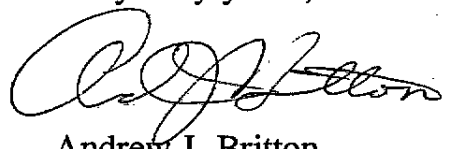
Enclosed please find an original and one copy of Articles of Merger in the  
above matter, together with our check in payment of fees as follows:

\$75.00 Filing fee  
8.75 certificate under seal

EFFECTIVE DATE  
12/31/98

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 1 1 1999

AJB/bb  
a:b1\misc\state.2

*Merger*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

PLASMA COMPONENTS, INC., a New Hampshire corporation, F97000002346

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  
PLASMA COMPONENTS, INC.  
(A NEW HAMPSHIRE CORPORATION)  
AND  
AMERICAN TORCH TIP COMPANY  
(A FLORIDA CORPORATION)

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

Pursuant to the provisions of Sections 607.1107, Florida Statutes, these Articles of Merger provide that:

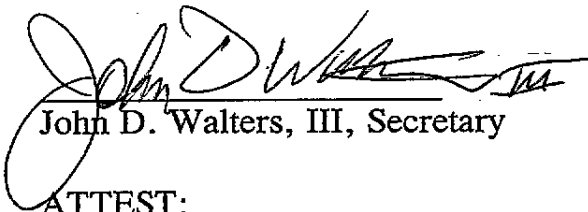
1. Plasma Components, Inc., ("Plasma Components"), a New Hampshire corporation, Federal Employer Identification Number 02-0395875, shall be merged with and into American Torch Tip Company ("ATTC"), a Florida corporation, Florida document registration number G41197, Federal Employer Identification Number 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 Plasma Components shall be merged with and into ATTC (the "Merger"), was adopted by the shareholders of Plasma Components 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:

  
John D. Walters, III, Secretary

ATTEST:

  
Mark R. Walters, Secretary

PLASMA COMPONENTS, INC.,  
a New Hampshire corporation

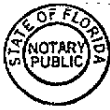
By   
Jeffrey K. Walters, President

AMERICAN TORCH TIP COMPANY,  
A Florida corporation

By   
John D. Walters, Jr., President

STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 23<sup>d</sup> day of December, 1998, by Jeffrey K. Walters, President of Plasma Components, 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<sup>d</sup> 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

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AGREEMENT AND PLAN OF MERGER  
BETWEEN

PLASMA COMPONENTS, INC.  
(A New Hampshire Corporation)  
AND  
AMERICAN TORCH TIP COMPANY  
(A Florida Corporation)

Agreement and Plan of Merger effective December 31, 1998, between Plasma Components, Inc., (Plasma Components), a New Hampshire 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, Plasma Components shall be merged with and into ATTC (the "Merger"), the separate and corporate existence of Plasma Components shall cease, and ATTC shall continue under its present name (the "Surviving Corporation"). (Plasma Components 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 fifty (50) shares of the capital stock of Plasma Components outstanding. Each issued and outstanding share of the capital stock of Plasma Components shall be canceled and exchanged for shares of capital stock of ATTC, which shall be transferred from ATTC as follows:

SHAREHOLDER	PLASMA COMPONENTS SHARES	ATTC SHARES TO BE RECEIVED
John D. Walters, III	25	185
Jeffrey K. Walters	25	185


(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:

  
John D. Walters, III, Secretary

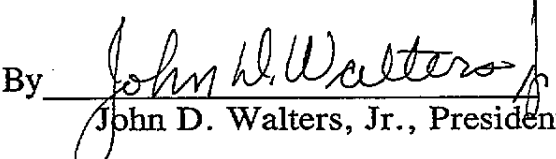
ATTEST:

  
Mark R. Walters, Secretary

PLASMA COMPONENTS, INC.,  
a New Hampshire corporation

By   
Jeffrey K. Walters, President

AMERICAN TORCH TIP COMPANY,  
A Florida corporation

By   
John D. Walters, Jr., President

STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 23<sup>d</sup> day of December, 1998, by Jeffrey K. Walters, President of Plasma Components, 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<sup>d</sup> 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

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