

G 53945

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August 11, 2000

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Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-08/15/00--01033--001
*****70.00 *****70.00

Re: Articles of Merger

Dear Sir or Madam:

Enclosed for filing with your office are Articles of Merger, together with a check in the amount of \$70 to cover the applicable filing fees. Please process in your usual manner.

If you have any questions, please call the undersigned.

Very Truly Yours,

KERR, RUSSELL AND WEBER, PLC



Kenneth R. Lombardo

Enclosure

FILED
00 AUG 30 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Merger
T. LEWIS AUG 30 2000

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August 28, 2000

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Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Merger for Bedco, Inc. and Bedco-Michigan, Inc.

Dear Sir or Madam:

Enclosed for re-filing with your office are the Articles of Merger for the above referenced entities. The Articles of Merger contain the omissions identified in your letter #600A00045176. The filing fee was previously submitted. Please be advised that separate Articles of Merger for the merger of Bedco, Inc. into Bedford Products have been submitted.

If you have any questions, please contact the undersigned.

Very Truly Yours,

KERR, RUSSELL AND WEBER, PLC



Kenneth R. Lombardo

Enclosure



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 23, 2000

KENNETH R. LOMBARDO, ESQ.
KERR, RUSSELL AND WEBER, PLC
SUITE 2500, 500 WOODWARD AVENUE
DETROIT, MI 48226-3427

SUBJECT: BEDCO, INC.
Ref. Number: G53945

We have received your document for BEDCO, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

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) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 600A00045276

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

BEDCO-MICHIGAN, INC., a Michigan corporation not authorized to transact
business in Florida.

INTO

BEDCO, INC., a Florida entity, G53945.

File date: August 30, 2000

Corporate Specialist: Thelma Lewis

**ARTICLES OF MERGER
OF
BEDCO, INC.
(a Florida corporation)
AND
BEDCO-MICHIGAN, INC.**

(a Michigan corporation and wholly owned subsidiary of Bedco, Inc.)

FILED
00 AUG 30 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1104, 607.1105 and 607.1107 of the Florida Business Corporation Act, the undersigned domestic and foreign corporations adopt the following Articles of Merger:

1. In accordance with the provisions of a Plan of Merger by and among Bedco, Inc. ("Parent Corporation"), a Florida corporation, Bedco-Michigan, Inc., a Michigan corporation and wholly owned subsidiary of Parent Corporation ("Merging Corporation"), the Florida Business Corporation Act and the Michigan Business Corporation Act, at the First Merger Effective Time (as hereinafter defined), Merging Corporation shall be merged with and into Parent Corporation (the "Merger").
2. The Plan of Merger is attached. The Plan of Merger was adopted by the board of directors of Parent Corporation and the board of directors of Merging Corporation on August 7, 2000. Shareholder approval was not required for either corporation.
3. The total issued and outstanding shares of common stock of Merging Corporation is one thousand (1,000), all of which are owned by Parent Corporation.
4. The First Merger shall be effective on the later to occur of (the "Effective Time"): (i) the date and time both these Articles of Merger have been duly filed and recorded with the Florida Department of State and the Certificate of Merger has been filed and recorded with the Michigan Department of Commerce, or (ii) 11:59 p.m, August 31, 2000.
5. At the First Merger Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise:
 - a. Each share of common stock of the Merging Subsidiary (the "Merging Subsidiary Common Stock") that is issued and outstanding immediately prior to the Effective Time, which shares are 100% owned by Parent, shall by virtue of the Merger immediately cease to exist and shall be canceled without payment or any consideration therefor.
 - b. Each share of Series A and Series B common stock of Parent issued and outstanding immediately prior to the Effective Time shall continue to be issued and outstanding.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the Parent Corporation's and Surviving Corporation's authorized officer on August 7, 2000.

PARENT CORPORATION

BEDCO, INC.

By: Charles W. Kelley
Charles Kelley
Its: President

MERGING CORPORATION

BEDCO-MICHIGAN, INC.

By: George W. Gibson
George W. Gibson
Its: President

PLAN OF MERGER

THIS PLAN OF MERGER is entered into this 7th day of August, 2000, by and among Bedco, Inc., a Florida corporation ("Parent"), Bedco-Michigan, Inc., a Michigan corporation and wholly owned subsidiary of Parent ("Merging Subsidiary") and Bedford Products, Inc., a Michigan corporation and wholly owned subsidiary of Parent ("Surviving Corporation").

The parties to this Plan of Merger agree as follows:

ARTICLE I

Constituent Corporations

1.1 The constituent corporations are as follows:

| <u>Name</u> | <u>Outstanding Shares</u> | <u>Voting</u> |
|--|------------------------------------|---------------|
| Bedco, Inc., a Florida corporation | 10,000 Series A 10,972 Series B | Yes No |
| Bedco-Michigan, Inc., a Michigan corporation | 1,000 | Yes |
| Bedford Products, Inc., a Michigan corporation | 74,648 | Yes |

ARTICLE II

Merger

2.1 Merger of Bedco-Michigan into Bedco, Inc.. At the First Merger Effective Time (as hereinafter defined), the Merging Subsidiary shall be merged with and into Parent pursuant to the terms and conditions set forth in this Plan of Merger (the "First Merger") and the separate corporate existence of the Merging Subsidiary shall cease.

2.2 Merger of Parent Into Surviving Corporation. At the Second Merger Effective Time (as hereinafter defined), Parent shall be merged with and into Surviving Corporation pursuant to the terms and conditions set forth in this Plan of Merger (the "Second Merger"). Surviving Corporation shall continue as the surviving corporation, and the separate corporate existence of Parent shall cease.

2.3 Effective Time. As soon as possible after the execution of this Plan of Merger, Articles of Merger and all other requisite filings with respect to the First Merger and Second Merger shall be filed and recorded in accordance with the laws of the State of Florida and a Certificate of Merger and all other requisite filings with respect to the First Merger and Second Merger shall be filed and recorded in accordance with the laws of the State of Michigan.

a. The First Merger shall be effective on the later of ("First Merger Effective Time"): (i) at such time as the Articles of Merger executed in connection with the First Merger is duly and properly endorsed by the Florida Department of State and the Certificate of Merger executed in connection with the First Merger is duly and properly endorsed by the Michigan Department of Consumer & Industry, Corporation, Securities & Land Development Bureau of the State of Michigan, or (ii) 11:59 p.m, August 31, 2000.

b. The Second Merger shall be effective on the later to occur of ("Second Merger Effective Time"): (i) at such time as the Articles of Merger executed in connection with the Second Merger is duly and properly endorsed by the Florida Department of State and the Certificate of Merger executed in connection with the Second Merger is duly and properly endorsed by the Michigan Department of Consumer & Industry, Corporation, Securities & Land Development Bureau of the State of Michigan, or (ii) 12:01 a.m, September 1, 2000.

2.4 Articles of Incorporation. The Articles of Incorporation of Parent in effect immediately prior to the First Merger Effective Time shall be the Articles of Incorporation of the Parent immediately after the First Merger. The Articles of Incorporation of Surviving Corporation in effect immediately prior to the Second Merger Effective Time shall be the Articles of Incorporation of the Surviving Corporation.

ARTICLE III

Conversion of Shares

3.1 Conversion. The outstanding shares of stock of each of the constituent corporations shall be converted as follows:

a. **First Merger.**

i. Each share of common stock of the Merging Subsidiary (the "Merging Subsidiary Common Stock") that is issued and outstanding immediately prior to the First Merger Effective Time, which shares are 100% owned by Parent, shall by virtue of the First Merger immediately cease to exist and shall be canceled without payment or any consideration therefor.

ii. Each share of Series A and Series B common stock of Parent issued and outstanding immediately prior to the First Merger Effective Time shall continue to be issued and outstanding.

b. **Second Merger.**

i. Each share of Series A and Series B common stock of Parent shall be converted into 3.55 shares of voting common stock of Surviving Corporation.

ii. Each share of common stock of Surviving Corporation that is owned by Parent as of the Effective Time shall immediately cease to exist and shall be canceled without payment of any consideration therefore.

ARTICLE IV

Miscellaneous

4.1 Counterparts. This Plan of Merger may be executed in one or more counterparts each of which shall be deemed to constitute an original and shall become effective when one or more counterparts have been signed by each party to this Plan of Merger and delivered to the other party.

4.2 Entire Agreement. This Plan of Merger sets forth the entire agreement and understanding of the parties in respect of the transactions contemplated by this Plan of Merger and supersedes all prior agreements, arrangements, negotiations and understandings relating to the subject matter of this Plan of Merger.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger by their duly authorized officers as of the date first above written.

BEDCO, INC., a Florida corporation

By: Charles W. Kelley
Charles W. Kelley
Its: President

BEDCO-MICHIGAN, INC., a Michigan corporation

By: George W. Gibson
George W. Gibson
Its: President

BEDFORD PRODUCTS, INC., a Michigan corporation

By: George W. Gibson
George W. Gibson
Its: President