

G53945

KERR, RUSSELL AND WEBER, PLC
ATTORNEYS AND COUNSELORS

ESTABLISHED 1874

DETROIT CENTER

SUITE 2500

500 WOODWARD AVENUE

DETROIT, MICHIGAN 48226-3427

TELEPHONE (313) 961-0200

TELECOPIER (313) 961-0388

August 21, 2000

[HTTP://WWW.KRWPLC.COM](http://www.krwplc.com)

RICHARD D. WEBER
WILLIAM A. SANKBEIL
ROBERT R. NIX II
MONTE D. JAHNKE
PATRICK MCCLAIN
CURTIS J. DEROO
MICHAEL D. GIBSON
DANIEL G. BEYER
JAMES R. CASE
GEORGE J. CHRISTOPOULOS
STEPHEN D. MCGRAW
KURT R. VILBERS
JAMES R. CAMBRIDGE
THOMAS R. WILLIAMS
EDWARD C. CUTLIP, JR.
MARK M. CUNNINGHAM
E. PETER DROLET
MARK J. STASA
JOANNE GEHA SWANSON
ROBERT J. PINEAU
JEFFREY A. BRANTLEY
PATRICK J. HADDAD
RICHARD C. BUSLEPP
ERIC I. LARK
JAMES E. DELINE
DANIEL J. SCHULTE
MICHAEL D. CARROLL
AMY A. BARANSKI
KENNETH R. LOMBARDO
FRED K. HERRMANN
MICHAEL R. WERNETTE
CHRISTOPHER L. KERR
DAVID E. SCHLACKMAN
MICHAEL J. GOECKE
SCOTT M. DEWOLF
KEVIN T. BLOCK
MARGARET L. MARTIN
JOHN C. McDONALD

OF COUNSEL
ROY H. CHRISTIANSEN

A. STEWART KERR (1915-1990)
ROBERT G. RUSSELL (1928-1997)

BLOOMFIELD OFFICE
3883 TELEGRAPH ROAD
SUITE 200
BLOOMFIELD HILLS, MI 48302
(248) 540-9933

LANSING OFFICE
1201 N. HAGADORN ROAD
EAST LANSING, MICHIGAN 48826
(517) 336-6767

FILED
00 AUG 24 AM 8:44
TALLAHASSEE, FLORIDA

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

Re: Articles of Merger

700003371587--4
-08/24/00--01044--008
*****70.00 *****
70.00

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.

EFFECTIVE DATE
9-1-00

Very Truly Yours,

KERR, RUSSELL AND WEBER, PLC



Kenneth R. Lombardo

Enclosure

RICHARD D. WEBER
WILLIAM A. SANKBEIL
ROBERT A. NIX II
MONTE D. JAHNKE
PATRICK McLAIN
CURTIS J. DEROO
MICHAEL D. GIBSON
DANIEL G. BEYER
JAMES R. CASE
GEORGE J. CHRISTOPOULOS
STEPHEN D. MCGRAW
KURT R. VILDERS
JAMES R. CAMBRIDGE
THOMAS R. WILLIAMS
EDWARD C. CUTLIP, JR.
MARK M. CUNNINGHAM
E. PETER DROLET
MARK J. STASA
JOANNE GEHA SWANSON
ROBERT J. PINEAU
JEFFREY A. BRANTLEY
PATRICK J. HADDAD
RICHARD C. BUSLEPP
ERIC J. LARK
JAMES E. DELINE
DANIEL J. SCHULTE
MICHAEL D. CARROLL
AMY A. BARANSKI
KENNETH R. LOMBARDO
FRED K. HERRMANN
MICHAEL R. WERNETTE
CHRISTOPHER L. KERR
DAVID E. SCHLACKMAN
MICHAEL J. GOECKE
SCOTT M. DEWOLF
KEVIN T. BLOCK
MARGARET L. MARTIN
JOHN C. McDONALD

KERR, RUSSELL AND WEBER, PLC
ATTORNEYS AND COUNSELORS

ESTABLISHED 1874

DETROIT CENTER
SUITE 2500
500 WOODWARD AVENUE
DETROIT, MICHIGAN 48226-3427

TELEPHONE (313) 961-0200
TELECOPIER (313) 961-0388

September 15, 2000

[HTTP://WWW.KRWPLC.COM](http://www.krwplc.com)

OF COUNSEL
ROY H. CHRISTIANSEN

A. STEWART KERR (1915-1990)
ROBERT G. RUSSELL (1928-1997)

BLOOMFIELD OFFICE
3883 TELEGRAPH ROAD
SUITE 200
BLOOMFIELD HILLS, MI 48302
(248) 540-9933

LANSING OFFICE
1301 N. HAGADORN ROAD
EAST LANSING, MICHIGAN 48826
(517) 336-6767

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

Re: Articles of Merger for Bedco, Inc. and Bedford Products, 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 #100A00047541 (a copy of which is enclosed). The filing fee was previously 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

September 7, 2000

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

SUBJECT: BEDCO, INC.
Ref. Number: G53945

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

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) 487-6957.

Doug Spitler
Document Specialist

Letter Number: 100A00047541

RECEIVED
00 SEP 18 AM 9:17
DIVISION OF CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING:

BEDCO, INC., a Florida corporation, G53945

INTO

BEDFORD PRODUCTS, INC., a Michigan corporation not qualified in Florida.

File date: August 24, 2000, effective September 1, 2000

Corporate Specialist: Doug Spitler

**ARTICLES OF MERGER
OF
BEDCO, INC.
(a Florida corporation)
AND
BEDFORD PRODUCTS, INC.
(a Michigan corporation and wholly owned subsidiary of Bedco, Inc.)**

EFFECTIVE DATE
9-1-00

FILED
00 AUG 24 AM 8:44
CLERK OF THE 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, Bedford Products, Inc. ("Surviving Corporation"), a Michigan corporation and wholly owned subsidiary of Parent Corporation and Bedco-Michigan, Inc., a Michigan corporation and wholly owned subsidiary of Parent Corporation, the Florida Business Corporation Act and the Michigan Business Corporation Act, at the Effective Time (as hereinafter defined), Parent Corporation shall be merged with and into Surviving Corporation (the "Merger").
2. The total issued and outstanding shares of common stock of Surviving Corporation is Seventy Four Thousand Six Hundred Forty Eight (74,648), all of which are owned by Parent Corporation.
3. The Plan of Merger, in the form attached hereto, was adopted and approved by a resolution of the directors of the Parent Corporation and Surviving Corporation pursuant to a consent resolution dated August 7, 2000. Shareholder approval was not required for either corporation.
4. The Merger shall be effective on the later to occur of : (i) the date and time both these Articles of Merger have been filed with the Florida Department of State and the Certificate of Merger has been filed and recorded with the Michigan Department of Commerce, or (ii) 12:01 a.m, September 1, 2000 (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. Each share of Series A and Series B common stock of Parent shall be converted into 3.55 shares of share of voting common stock of Surviving Corporation.
 - b. 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.

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

SURVIVING CORPORATION

BEDFORD PRODUCTS, 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

Its: President

BEDCO-MICHIGAN, INC., a Michigan corporation

By: _____

George W. Gibson

Its: President

BEDFORD PRODUCTS, INC., a Michigan corporation

By: _____

George W. Gibson

Its: President