



G81972

November 26, 1997

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

Dear Sir or Madam:

Enclosed please find the "Articles of Merger" to merge Sandvik Latin America, Inc. into its parent Sandvik, Inc. and a check in the amount of \$122.50 (\$35 for each party to the merger = 70\$ plus 1 certified copy for \$52.50). Sandvik Latin America, Inc. is being merged out of existence and its parent Sandvik, Inc. will not be conducting any business activities in the state of Florida. The effective date of the merger is December 30, 1997.

Please send to the address below to my attention the one certified copy. If anything further is required, please contact me directly at the address below or by calling (201)-794-5167.

Very truly yours,

Liz Leocata

Liz Leocata
Tax Manager

EFFECTIVE DATE
12-30-97

RECEIVED
97 DEC -2 AM 8:51
DIVISION OF CORPORATIONS

CORAMER
12-9-97
SP

ARTICLES OF MERGER
Merger Sheet

MERGING:

SANDVIK LATIN AMERICA, INC., #G81972, a FL corp.

INTO

SANDVIK, INC.. a Delaware corporation not qualified in Florida

File date: December 2, 1997, effective December 30, 1997

Corporate Specialist: Susan Payne

EFFECTIVE DATE
12-30-97

ARTICLES OF MERGER

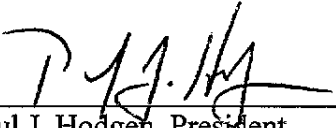
Resolved, that in order to effect a complete liquidation under section 332 of the Internal Revenue Code, Sandvik Latin America, Inc. a Florida Corporation (SLA) shall be merged into its parent Sandvik, Inc. a Delaware Corporation (the Corporation) effective December 30, 1997. Sandvik Latin America, Inc. (SLA) is a wholly owned subsidiary of Sandvik, Inc. The merger shall be in accordance with Florida Statute 607.1104.

The Board of Directors of Sandvik Latin America, Inc. did **not** adopt a "Plan of Merger". The following represents the "Plan of Merger" as adopted by the Board of Directors of Sandvik, Inc. (their 100% shareholder) on November 21, 1997:


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DIVISION OF CORPORATIONS
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1. Surviving Corporation. SLA shall be merged into the Corporation, which shall be the surviving corporation.
2. The Effective Date. The effective date of the merger (the "Effective Date") shall be on December 30, 1997 as the proper officers of the Corporation may decide in their discretion.
3. Terms and Conditions of Merger. On the Effective Date, the separate existence of SLA shall cease, the stock of SLA shall be canceled, and the Corporation shall succeed to all of the properties, rights and other assets and shall be subject to all of the liabilities of SLA, without further action by either corporation.
4. Necessary Filing. The proper officers of the Corporation and SLA, respectively, be and they hereby are authorized and directed to take or cause to be taken such other actions as may be necessary to effectuate fully the purposes of the Plan, including, without limitation, (i) the filing of a Certificate of Ownership and Merger, setting forth this resolution, with the Secretary of State of Delaware; (ii) the completion and filing of all documents required by the Internal Revenue Service with respect to the adoption of this Plan; and (iii) the taking of all such further actions as may be necessary or appropriate under the laws of the United States or of any state.
5. Approval of Prior Action. Any and all actions heretofore taken by the proper officers and directors of the Corporation in the name of or on behalf of the Corporation in connection with the transactions contemplated by the foregoing resolutions are hereby ratified and confirmed in all respects.
6. Termination. This Plan may be abandoned by the Board of Directors of the Corporation at any time prior to the Effective Date.

Sandvik Latin America, Inc. has caused this certificate to be signed by Paul J. Hodgen, its President and Sandvik, Inc. has caused this certificate to be signed by Paul J. Hodgen, its Vice President this 26th day of November 1997.



Paul J. Hodgen, President
Sandvik, Latin America, Inc.



Paul J. Hodgen, Vice President
Sandvik, Inc.