

**H 25664**

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*Thank you!*

*4-1-08*

*Kathy Drake*

**MERGER OR SHARE EXCHANGE**

Marine Fasteners, Inc.

Certificate of Status	0
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2008 MAR 28 AM 8:00  
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*Merger*

*3/28/08 DC*

**ARTICLES OF MERGER**

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
<u>Marine Fasteners, Inc.</u>	<u>Delaware</u>	

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
<u>Marine Fasteners, Inc.</u>	<u>Florida</u>	
<u>Marine Fasteners Midwest, Inc.</u>	<u>Florida</u>	

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR        /        /        (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 3/28/08

The Plan of Merger was adopted by the board of directors of the surviving corporation on                      and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 3/28/08

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on                      and shareholder approval was not required.

(Attach additional sheets if necessary)

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# AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (this "Plan of Merger"), dated as of this 28th day of March, 2008, pursuant to Section 252 of the General Corporation Law of the State of Delaware and Section 1107 of the Florida Business Corporation Act, by and between Marine Fasteners, Inc., a Delaware corporation ("New MF" or the "Surviving Corporation"), Marine Fasteners, Inc., a Florida corporation ("Old MF"), and Marine Fasteners Midwest, Inc., a Florida corporation ("MF Midwest").

## WITNESSETH:

WHEREAS, New MF, Old MF and MF Midwest are each wholly-owned subsidiaries of Wurth Group of North America Inc., a Delaware corporation; and

WHEREAS, New MF, Old MF and MF Midwest desire to merge into a single corporation as hereinafter specified; and

WHEREAS, the surviving corporation of the Merger shall be New MF, the Surviving Corporation.

NOW, THEREFORE, the parties to this Plan of Merger, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: The names of the merging corporations are Marine Fasteners, Inc., a Delaware corporation, Marine Fasteners, Inc., a Florida corporation and Marine Fasteners Midwest, Inc., a Florida corporation.

SECOND: As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

Name of Corporation	Designation and number of shares in each class of series outstanding	Class or Series entitled to vote	Shares entitled to vote as a class or series
Marine Fasteners, Inc. (New MF)	Common - 100	Common	Common - 100
Marine Fasteners, Inc. (Old MF)	Common - 55	Common	Common - 55
Marine Fasteners Midwest, Inc.	Common - 60,500	Common	Common - 60,500

THIRD: The name of the Surviving Corporation shall be Marine Fasteners, Inc.

## FOURTH:

(a) Old MF and MF Midwest shall merge with and into New MF (the "Merger"), with New MF being the Surviving Corporation, such Merger to become effective on April 1, 2008 (the "Effective Date"). Upon the effectiveness of the Merger, New MF shall succeed to and

become the absolute owner of all the property and assets of any nature of Old MF and MF Midwest and to all of the rights, privileges, powers and franchises, public and private, of Old MF and MF Midwest and shall assume and be liable for all of the debts, liabilities, restrictions, obligations, and duties of each of Old MF and MF Midwest.

(b) Included in the liabilities which New MF shall assume in connection with the Merger is any liability to objecting or dissenting stockholders of Old MF or MF Midwest under the laws of the States of Delaware or Florida.

(c) Upon the effectiveness of the Merger as provided herein, any claim existing or action or proceeding, civil or criminal, pending by or against either Old MF or MF Midwest may be prosecuted as if the Merger had not taken place or New MF may be substituted in place of either Old MF or MF Midwest; and any judgment rendered against either Old MF or MF Midwest may be enforced against New MF. Neither the rights of creditors nor any liens upon the properties of either Old MF or MF Midwest shall be impaired by the Merger.

(d) The bylaws of New MF as they shall exist on the Effective Date of the Merger shall be and remain the bylaws of New MF following the Merger until the same shall be altered, amended or repealed as therein provided.

(e) The director and officers of New MF shall continue in office until their respective resignation or removal or until their respective successors shall have been duly elected and shall have qualified.

(f) Upon the effectiveness of the Merger provided for herein:

(i) Each share of common stock of each of Old MF and MF Midwest shall be cancelled and no shares shall be issued in lieu thereof.

(ii) Shares of the common stock of Old MF and MF Midwest, if any, held in their respective treasuries shall be cancelled and no shares shall be issued in lieu thereof.

FIFTH: All issued and outstanding shares of common stock of New MF shall remain issued and outstanding.

SIXTH: The Certificate of Incorporation of the Surviving Corporation as it shall exist on the Effective Date of the Merger shall be and remain the Certificate of Incorporation of the Surviving Corporation following the Merger.

SEVENTH: New MF shall agree to be served with process in the State of Florida in any proceeding for enforcement of any obligation of Old MF or MF Midwest, as well as for enforcement of any obligation of New MF arising from the Merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to Section 1302 of the Florida Business Corporation Act, and New MF shall irrevocably appoint the Secretary of State of Florida as its agent to accept service of process in any such suit or other proceeding and a copy of such process shall be mailed by the Secretary of State of Florida to New MF at the following address: c/o Michael K. Brantley, Sr., 120 Maritime Drive,

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NO. 478 P. 6/7

Sanford, FL 32771

EIGHTH: A copy of this Plan of Merger shall be furnished by New MF, on request and without cost, to any shareholder of Old MF or MF Midwest.

*[Signature page follows]*

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by the Boards of Directors and shareholders of each party hereto, have caused this Agreement to be executed by the duly authorized representatives of New MF, Old MF and MF Midwest as the respective act, deed and agreement of each of said corporations, as of this 28th day of March, 2008.

(New) MARINE FASTENERS, INC.

By: Christoph Lange  
Name: Christoph Lange  
Title: Secretary

(Old) MARINE FASTENERS, INC.

By: Christoph Lange  
Name: Christoph Lange  
Title: Secretary

MARINE FASTENERS MIDWEST,  
INC.

By: Christoph Lange  
Name: Christoph Lange  
Title: Secretary