

**H34384**

Florida Department of State  
Division of Corporations  
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## From:

Account Name : UCC FILING & SEARCH SERVICES, INC.  
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**MERGER OR SHARE EXCHANGE**

John W. Danforth Company

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DIVISION OF CORPORATIONS

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by mera

**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.

FILED  
06 AUG 16 PM 2:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FIRST:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/applicable)
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John W. Danforth Company      New York

**EFFECTIVE DATE**

8-31-06

**SECOND:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/applicable)
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National Piping, Inc.      Florida

**THIRD:** The Plan of Merger is attached.

**FOURTH:** The merger shall become effective on August 31, 2006.

**FIFTH:** Adoption of Merger by surviving corporation:

The Plan of Merger was adopted by the board of directors and the sole shareholder of the surviving corporation on July 31, 2006.

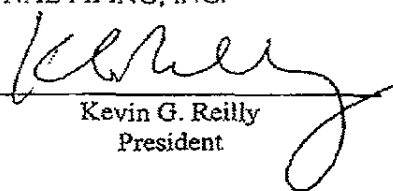
**SIXTH:** Adoption of Merger by merging corporation:

The Plan of Merger was adopted by the sole director and the sole shareholder of the merging corporation on July 31, 2006.

JOHN W. DANFORTH COMPANY

By:   
Name: Kevin G. Reilly  
Title: Chief Executive Officer

NATIONAL PIPING, INC.

By:   
Name: Kevin G. Reilly  
Title: President

Attachment – Plan of Merger

bar/1020558

**PLAN OF MERGER**  
**(Non Subsidiaries)**

The following Plan of Merger is submitted in compliance with Section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

**FIRST:** The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

John W. Danforth Company

New York

**SECOND:** The name and jurisdiction of each merging corporation:

Name

Jurisdiction

National Piping, Inc.

Florida

**THIRD:** The terms and conditions of the merger are as follows:

- 1) The bylaws of the surviving corporation as in effect at the time of the merger shall remain unchanged.
- 2) All persons who on the date the merger shall become effective are directors of the surviving corporation shall continue to serve as directors following the merger.
- 3) All persons who on the date the merger becomes effective are officers of the surviving corporation shall continue to serve as officers following the merger.
- 4) The surviving corporation shall pay any and all expenses incurred by either the merging corporation or the surviving corporation in connection with the merger.
- 5) When the merger shall become effective, the separate existence of the merging corporation shall cease and be merged in the surviving corporation, which shall possess all the rights, privileges, powers and franchises, and be subject to all of the restrictions, disabilities and duties, of each of the corporations which are parties to this Plan of Merger. The surviving corporation shall be vested with any and all of the rights, privileges, powers and franchises of each of the constituent corporations; all property, real, personal and mixed; all debts due to each of the corporations on whatever account; and all other things in action or belonging to each of the constituent corporations.
- 6) The title to any real estate, whether by deed or otherwise, vested in any of the constituent corporations shall not revert or in any way be impaired by reason of the

merger; provided, however, that all rights of creditors and all liens upon the property of any of the constituent corporations shall be preserved unimpaired, and all debts, liabilities and duties of the merging corporation shall attach to the surviving corporation and may be enforced against it to the same extent as if those debts, liabilities and duties had been incurred or contracted by it.

**FOURTH:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation, or, in whole or in part, into cash or other property are as follows:

1) The issued shares of the merging corporation shall not be converted in any manner, and said shares which are issued as of the effective date of the merger shall be immediately surrendered and extinguished.

Amendments to the Articles of Incorporation of the surviving corporation are indicated below or attached: None

Other provisions relating to the merger are as follows: None

bar/1020570