

J. 41646

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December 14, 2001

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-12/17/01--01049--005  
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Florida Secretary of State  
Post Office Box 6327  
Tallahassee, Florida 32314

*Re: Craft Equipment Company merger into Charles Joseph Corporation  
Our File No. 89104*

Dear Sir or Madam:

Enclosed for filing with the Florida Secretary of State are the Articles of Merger for the above-referenced entities, together with our firm's check in the amount of \$70.00 for the merger filing fee.

If you have any questions regarding the foregoing, please don't hesitate to contact this office. Thank you for your prompt attention to this matter.

Very truly yours,

*Amy Recchio*  
Amy W. Recchio  
Legal Assistant

AWR  
Enclosures

*Effective date  
12-31-2001*

FILED  
01 DEC 17 PM 2:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

CRAFT EQUIPMENT COMPANY, A FLORIDA CORPORATION, #J41668

INTO

CHARLES JOSEPH CORPORATION which changed its name to

**CRAFT EQUIPMENT COMPANY**, a Florida entity, J41646.

File date: December 17, 2001 , effective December 31, 2001

Corporate Specialist: Anna Chesnut

STATE OF FLORIDA  
ARTICLES OF MERGER OF

CRAFT EQUIPMENT COMPANY  
a Florida corporation

INTO

CHARLES JOSEPH CORPORATION  
a Florida corporation

FILED  
01 DEC 17 PM 2:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
12/31/01

Pursuant to Florida Statutes Section 607.1101, entitled "Merger," the undersigned corporations adopt the following Articles of Merger:

**FIRST:** The Plan of Merger ("**Plan of Merger**") attached hereto as Exhibit A was adopted by the Board of Directors and sole shareholder of Craft Equipment Company, a Florida corporation (the "**Merged Corporation**"), as of December 4, 2001. The Plan of Merger was adopted by the Board of Directors and sole shareholder of Charles Joseph Corporation, a Florida corporation (the "**Surviving Corporation**") as of December 4, 2001.

**SECOND:** The Effective Date and Time of these Articles of Merger shall be 11:59 p.m. eastern time on December 31, 2001.

**THIRD:** At the Effective Date the following actions will occur in accordance with the Plan of Merger:

- a. The Merged Corporation shall be merged with and into the Surviving Corporation (hereinafter, the "**Merger**"), and the Surviving Corporation shall survive the Merger.
- b. The Articles of Incorporation of the Surviving Corporation as in effect immediately prior to the Effective Date shall thereafter continue in full force and effect as the Articles of Incorporation of the Surviving Corporation until altered or amended as provided therein or by law; provided that such Articles of Incorporation of the Surviving Corporation shall be and hereby are amended so that the name of the Surviving Corporation shall be:

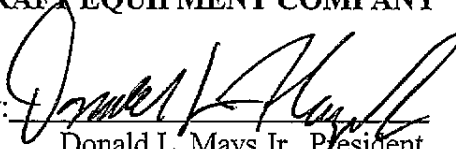
**CRAFT EQUIPMENT COMPANY**

- c. The currently issued and outstanding shares of common stock of the Surviving Corporation owned by its sole shareholder immediately prior to the Merger shall be unaffected by the Merger and shall remain issued and outstanding as of the Effective Time of the Merger.
- d. Each share of common stock of the Merged Corporation issued and outstanding immediately prior to the Effective Date shall be canceled at the Effective Time of the Merger.

IN WITNESS WHEREOF, the undersigned have executed these Articles of  
Merger as of this 4 day of December, 2001.

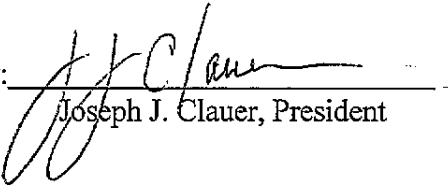
**MERGED CORPORATION:**

**CRAFT EQUIPMENT COMPANY**

By:   
Donald L. Mays Jr., President

**SURVIVING CORPORATION:**

**CHARLES JOSEPH CORPORATION**

By:   
Joseph J. Clauer, President

## **PLAN OF MERGER**

**THIS PLAN OF MERGER**, made and entered into as of the 4 day of December, 2001, by and between Craft Equipment Company, a Florida corporation (the "**Merged Corporation**"), and Charles Joseph Corporation, a Florida corporation (the "**Surviving Corporation**").

### **WITNESSETH:**

**WHEREAS**, the Merged Corporation is a Florida corporation and currently has Two Hundred (200) shares issued and outstanding;

**WHEREAS**, the Surviving Corporation is a Florida corporation and currently has Six Hundred (600) shares issued and outstanding;

**WHEREAS**, the Board of Directors of the Merged Corporation deems it advisable and in the best interests of the Merged Corporation to merge with and into the Surviving Corporation pursuant to Florida Statutes Section 607.1101 and Sections 368 (a)(1)(A) and 368(a)(2)(D) of the Internal Revenue Code of 1986, as amended, entitled "Statutory Merger or Consolidation" so that no gain or loss will be recognized by the Merged Corporation for federal income tax purposes, and the Board of Directors deems it advisable that the Surviving Corporation shall be the surviving corporation and its corporate existence as a continuing corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger except as set forth herein (hereinafter called the "**Merger**"); and

**WHEREAS**, this Agreement and Plan of Merger was approved and adopted by the Board of Directors and sole shareholder of the Merged Corporation and by the Board of Directors and sole shareholder of the Surviving Corporation in the manner prescribed by Florida Statutes Chapter 607.

**NOW THEREFORE**, in consideration of the mutual covenants, agreements and provisions contained herein, the parties hereto agree, in accordance with the provisions of Florida Statutes Chapter 607, the Merged Corporation shall be and hereby is merged with and into the Surviving Corporation, and that the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and basis of converting or otherwise dealing with the shares of stock of the Merged Corporation shall be as hereinafter set forth.

## **ARTICLE I** **CORPORATE EXISTENCE**

A. Upon the Merger becoming effective; (i) the separate existence of the Merged Corporation shall cease, (ii) the Surviving Corporation shall continue and be governed by the laws of the State of Florida, (iii) all property, real, personal, tangible and intangible and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, all immunities of a public and of a private nature, all debts due on whatever

account and all other choses in action belonging to the Merged Corporation shall be taken and be deemed to be transferred to and vested in the Surviving Corporation and shall be thereafter as effectively the property of the Surviving Corporation as they were the property of the Merged Corporation, and (iv) the title to any property, real, personal, tangible, intangible or mixed, wherever situated, and the ownership of any right or privilege vested in the Merged Corporation shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Corporation. Upon the Merger becoming effective, all rights of creditors and all liens upon the property of the Merged Corporation shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective, and all debts, contracts, liabilities, obligations and duties of the Merged Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

## **ARTICLE II**

### **ARTICLES OF INCORPORATION OF SURVIVING CORPORATION**

The Articles of Incorporation of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Articles of Incorporation of the Surviving Corporation until the same shall be altered, amended or repealed; provided that at the time of the Merger the Articles of Incorporation of the Surviving Corporation shall be amended to change the name of the Surviving Corporation to:

CRAFT EQUIPMENT COMPANY

## **ARTICLE III**

### **BYLAWS OF SURVIVING CORPORATION**

The Bylaws of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed.

**ARTICLE IV**  
**BOARD OF DIRECTORS, OFFICERS AND**  
**SHAREHOLDER OF SURVIVING CORPORATION**

The Board of Directors, officers and shareholder of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective, shall, upon the Merger becoming effective, be and remain the Directors, officers and shareholder of the Surviving Corporation until their successors are elected and qualified or the shareholder transfers its ownership in the Surviving Corporation; provided that the President of the Surviving Corporation shall be Donald L. Mays Jr, who shall serve in such position until the earlier of his death, resignation or replacement and until his successor is duly elected and qualified.

**ARTICLE V**  
**MANNER OF CONVERTING SHARES**

The currently issued and outstanding shares of common stock of the Surviving Corporation immediately prior to the Merger shall be unaffected by the Merger and shall remain issued and outstanding as of the effective time of the Merger. Each share of common stock of the Merged Corporation issued and outstanding immediately prior to the effective time of the Merger shall be canceled at the effective time of the Merger.

**ARTICLE VI**  
**APPROVAL OF MERGER**

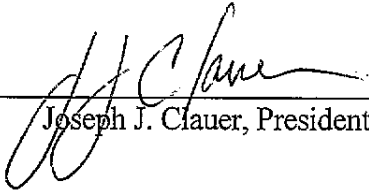
This Agreement and Plan of Merger has been approved by the Board of Directors and sole shareholder of the Merged Corporation and the Board of Directors and sole shareholder of the Surviving Corporation, as provided by Florida Statutes Section 607.1103, as of December 4, 2001.

**ARTICLE VII**  
**EFFECTIVE DATE OF MERGER**

This Merger shall become effective at 11:59 p.m. eastern time on December 31, 2001.

IN WITNESS WHEREOF, the Merged Corporation and the Surviving Corporation have signed this Agreement under their corporate seals the day and year first above written.

**CHARLES JOSEPH CORPORATION**

By:   
Joseph J. Clauer, President

**CRAFT EQUIPMENT COMPANY**

By:   
Donald L. Mays Jr., President