

Document Number Only

548634

C T Corporation System

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301

City State Zip Phone

800002377128--2
-12/19/97--01002--003
*****70.00 *****70.00

CORPORATION(S) NAME

Naco, U.S.A., Incorporated

merging into:

Norsk Hydro USA, Inc.

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 DEC 18 AM 4:42
97 DEC 19 PM 3:22
DIVISION OF CORPORATIONS

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- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
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- Walk In
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- Photo Copies
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- Will Wait
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- Mark
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- Fictitious Name
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12/18

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merge
sf

ARTICLES OF MERGER
Merger Sheet

MERGING:

NORSK HYDRO USA INC., a New York corp., #F92000000852

and

NACO, U.S.A., INCORPORATED, a FL corp., #J48634

INTO

NORSK HYDRO USA, INC., a Delaware corporation not qualified in Florida.

File date: December 18, 1997

Corporate Specialist: Susan Payne



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 22, 1997

CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: NACO, U.S.A., INCORPORATED
Ref. Number: J48634

We have received your document for NACO, U.S.A., INCORPORATED and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

According to the merger NORSK HYDRO USA INC., a New York corp. and NACO, U.S.A., INCORPORATED, a Florida corporation, are merging into NORSK HYDRO USA, INC., the surviving Delaware corporation. Please indicate the names of both merging corporations in the heading of the articles of merger. Also the fee to file this merger would be \$105.

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) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 697A00059892

Corrections have been made

*Walk-In
Pick-Up
12/24/97*

** Please backdate filing
to: December 22nd
(18th)*

Thanks

97-1-05

ARTICLES OF MERGER

OF

NORSK HYDRO USA INC.
a New York corporation

and

of

NACO, U.S.A., INCORPORATED
a Florida corporation

into

NORSK HYDRO USA, INC.
a Delaware corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 18 AM 4:43

Pursuant to Section 607.1104 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: Norsk Hydro USA, Inc., a New York corporation (the "Parent Corporation"), owns 100% of the outstanding shares of common stock, par value \$1.00 per share, of NACO, U.S.A., Incorporated, a Florida corporation (the "Florida Subsidiary Corporation"), which shares are the only outstanding shares of any class of capital stock of the Florida Subsidiary Corporation, and 100% of the outstanding shares of common stock, par value \$100.00 per share, of Norsk Hydro USA, Inc., a Delaware corporation (the "Delaware Subsidiary Corporation"), which shares are the only outstanding shares of any class of capital stock of the Delaware Subsidiary Corporation.

SECOND: At a meeting of the Board of Directors of the Parent Corporation on December 11, 1997, the Board of Directors of the Parent Corporation authorized the merger of itself and the Florida Subsidiary Corporation into the Delaware Subsidiary Corporation and adopted the following Plan of Merger.

Plan of Merger

1. The name of each constituent corporation is as follows:

(a) The name of the surviving corporation is Norsk Hydro USA, Inc., a Delaware Corporation (the "Delaware Subsidiary Corporation" and upon effectiveness of the merger, the "Surviving Corporation").

(b) The name of the first corporation to be merged into the Surviving Corporation is Norsk Hydro USA Inc., a New York corporation (the "Parent Corporation").

(c) The name of the second corporation to be merged into the Surviving Corporation is NACO, U.S.A., Incorporated, a Florida corporation (the "Florida Subsidiary Corporation").

2. The Parent Corporation has outstanding 294,750 shares of Common Stock, par value \$100.00 per share (the "Parent Shares"). The Delaware Subsidiary Corporation has outstanding 100 shares of Common Stock, par value \$100.00 per share (the "Delaware Subsidiary Corporation Shares"), all of which are held by the Parent Corporation. The Florida Subsidiary Corporation has outstanding 34,100,000 shares of Common Stock, par value \$1.00 per share (the "Florida Subsidiary Corporation Shares"), all of which are held by the Parent Corporation.

3. The Parent Corporation and the Florida Subsidiary Corporation shall merge (the "Merger") with and into the Delaware Subsidiary Corporation and the separate existence of the Parent Corporation and the Florida Subsidiary Corporation shall cease, and the Delaware Subsidiary Corporation, as the surviving

corporation in the Merger (the "Surviving Corporation"), shall continue its corporate existence under the Delaware General Corporation Law ("DGCL") and shall succeed, insofar as permitted by law, to all rights, assets, liabilities and obligations of the Parent Corporation and the Florida Subsidiary Corporation in accordance with the NYBCL, the FBCA and the DGCL.

4. Upon effectiveness of the merger, each Delaware Subsidiary Corporation Share and Florida Subsidiary Corporation Share issued and outstanding immediately prior to the effectiveness of the Merger shall be canceled, and no payments shall be made with respect thereto. There are no outstanding Delaware Subsidiary Corporation Shares or Florida Subsidiary Corporation Shares not held by the Parent Corporation.

5. Upon effectiveness of the Merger, each Parent Share issued and outstanding immediately prior to the effectiveness of the Merger shall be converted into and become one validly issued, fully paid and non-assessable Surviving Corporation Share, and upon surrender of any certificates evidencing Parent Shares to the Surviving Corporation, the holder thereof shall be entitled to receive new certificates evidencing Surviving Corporation Shares.

6. The Merger shall become effective upon the filing of a Certificate of Merger with the Secretary of State of New York in accordance with the NYBCL, the filing of Articles of Merger with the Secretary of State of Florida in accordance with the FBCA, and the filing of a Certificate of Ownership and Merger with the Secretary of State of Delaware in accordance with the DGCL.

7. From and after effectiveness of the Merger, and until amended as provided by the DGCL, the Certificate of Incorporation and the Bylaws of the Surviving Corporation shall continue as the Certificate of Incorporation and Bylaws of the Surviving Corporation.

8. The directors and officers of the Surviving Corporation immediately prior to effectiveness of the Merger shall continue as the directors and officers of the Surviving Corporation until expiration of their current terms as such, or prior removal, resignation or death.

9. The Surviving Corporation may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability of or obligation of the Parent Corporation, or any foreign corporation, previously amenable to suit in the State of New York, which is a constituent corporation in the Merger, and for the enforcement, as provided in the NYBCL, of the right of shareholders of any constituent domestic corporation to receive payment for their shares against the Surviving Corporation.

10. Subject to the provisions of Section 623 of the NYBCL, the Surviving Corporation will promptly pay to the shareholders of each constituent domestic corporation the amount, if any, to which they shall be entitled under the NYBCL relating to the right of shareholders to receive payment for their shares.

11. This Plan of Merger may be amended, abandoned or postponed by the Board of Directors of the Parent Corporation.

12. The proper officers of the constituent corporations to the Merger are authorized and directed to take or cause to be taken all such further actions

and to execute and deliver or cause to be delivered all such further instruments and documents in the name and on behalf of such corporations and to incur all such fees and expenses as in their judgment shall be necessary or advisable in order to carry out fully the Merger.

THIRD: The Plan of Merger provides for the pro rata issuance of shares of the Surviving Corporation to the holders of shares of the Parent Corporation upon the surrender of any certificates evidencing such shares to the Surviving Corporation.

FOURTH: The effective date of the Merger is the date Articles of Merger are filed with the Secretary of State of Florida.

FIFTH: Norsk Hydro ASA, the sole shareholder of the Parent Corporation, approved the Merger and the Plan of Merger by written consent dated December 11, 1997.

IN WITNESS WHEREOF, these Articles of Merger have been signed this 11th day
of December, 1997.

NORSK HYDRO USA INC.,
a New York corporation

By: Jørgen C. Arentz Røstrup
Jørgen C. Arentz Røstrup
President

NORSK HYDRO USA, INC.,
a Delaware corporation

By: Jørgen C. Arentz Røstrup
Jørgen C. Arentz Røstrup
President

NACO, U.S.A., INCORPORATED,
a Florida corporation

By: Karen D. Hubner
Karen Hubner
Secretary and Treasurer

ARTICLES OF MERGER

OF

NORSK HYDRO USA INC.
a New York corporation

and

of

NACO, U.S.A., INCORPORATED
a Florida corporation

into

NORSK HYDRO USA, INC.
a Delaware corporation

FILED
SECRETARY OF STATE
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SECOND: At a meeting of the Board of Directors of the Parent Corporation on December 11, 1997, the Board of Directors of the Parent Corporation authorized the merger of itself and the Florida Subsidiary Corporation into the Delaware Subsidiary Corporation and adopted the following Plan of Merger.

Plan of Merger

1. The name of each constituent corporation is as follows:

(a) The name of the surviving corporation is Norsk Hydro USA, Inc., a Delaware Corporation (the “Delaware Subsidiary Corporation” and upon effectiveness of the merger, the “Surviving Corporation”).

(b) The name of the first corporation to be merged into the Surviving Corporation is Norsk Hydro USA Inc., a New York corporation (the “Parent Corporation”).

(c) The name of the second corporation to be merged into the Surviving Corporation is NACO, U.S.A., Incorporated, a Florida corporation (the “Florida Subsidiary Corporation”).

2. The Parent Corporation has outstanding 294,750 shares of Common Stock, par value \$100.00 per share (the “Parent Shares”). The Delaware Subsidiary Corporation has outstanding 100 shares of Common Stock, par value \$100.00 per share (the “Delaware Subsidiary Corporation Shares”), all of which are held by the Parent Corporation. The Florida Subsidiary Corporation has outstanding 34,100,000 shares of Common Stock, par value \$1.00 per share (the “Florida Subsidiary Corporation Shares”), all of which are held by the Parent Corporation.

3. The Parent Corporation and the Florida Subsidiary Corporation shall merge (the “Merger”) with and into the Delaware Subsidiary Corporation and the separate existence of the Parent Corporation and the Florida Subsidiary Corporation shall cease, and the Delaware Subsidiary Corporation, as the surviving

corporation in the Merger (the "Surviving Corporation"), shall continue its corporate existence under the Delaware General Corporation Law ("DGCL") and shall succeed, insofar as permitted by law, to all rights, assets, liabilities and obligations of the Parent Corporation and the Florida Subsidiary Corporation in accordance with the NYBCL, the FBCA and the DGCL.

4. Upon effectiveness of the merger, each Delaware Subsidiary Corporation Share and Florida Subsidiary Corporation Share issued and outstanding immediately prior to the effectiveness of the Merger shall be canceled, and no payments shall be made with respect thereto. There are no outstanding Delaware Subsidiary Corporation Shares or Florida Subsidiary Corporation Shares not held by the Parent Corporation.

5. Upon effectiveness of the Merger, each Parent Share issued and outstanding immediately prior to the effectiveness of the Merger shall be converted into and become one validly issued, fully paid and non-assessable Surviving Corporation Share, and upon surrender of any certificates evidencing Parent Shares to the Surviving Corporation, the holder thereof shall be entitled to receive new certificates evidencing Surviving Corporation Shares.

6. The Merger shall become effective upon the filing of a Certificate of Merger with the Secretary of State of New York in accordance with the NYBCL, the filing of Articles of Merger with the Secretary of State of Florida in accordance with the FBCA, and the filing of a Certificate of Ownership and Merger with the Secretary of State of Delaware in accordance with the DGCL.

7. From and after effectiveness of the Merger, and until amended as provided by the DGCL, the Certificate of Incorporation and the Bylaws of the Surviving Corporation shall continue as the Certificate of Incorporation and Bylaws of the Surviving Corporation.

8. The directors and officers of the Surviving Corporation immediately prior to effectiveness of the Merger shall continue as the directors and officers of the Surviving Corporation until expiration of their current terms as such, or prior removal, resignation or death.

9. The Surviving Corporation may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability of or obligation of the Parent Corporation, or any foreign corporation, previously amenable to suit in the State of New York, which is a constituent corporation in the Merger, and for the enforcement, as provided in the NYBCL, of the right of shareholders of any constituent domestic corporation to receive payment for their shares against the Surviving Corporation.

10. Subject to the provisions of Section 623 of the NYBCL, the Surviving Corporation will promptly pay to the shareholders of each constituent domestic corporation the amount, if any, to which they shall be entitled under the NYBCL relating to the right of shareholders to receive payment for their shares.

11. This Plan of Merger may be amended, abandoned or postponed by the Board of Directors of the Parent Corporation.

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and to execute and deliver or cause to be delivered all such further instruments and documents in the name and on behalf of such corporations and to incur all such fees and expenses as in their judgment shall be necessary or advisable in order to carry out fully the Merger.

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FIFTH: Norsk Hydro ASA, the sole shareholder of the Parent Corporation, approved the Merger and the Plan of Merger by written consent dated December 11, 1997.

IN WITNESS WHEREOF, these Articles of Merger have been signed this 11th day
of December, 1997.

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a New York corporation

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Jørgen C. Arentz Rostrup
President

NORSK HYDRO USA, INC.,
a Delaware corporation

By: Jørgen C. Arentz Rostrup
Jørgen C. Arentz Rostrup
President

NACO, U.S.A., INCORPORATED,
a Florida corporation

By: Karen D. Hubner
Karen Hubner
Secretary and Treasurer