

# J72037

Florida Department of State  
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To:

Division of Corporations  
Fax Number : (850) 617-6380

From:

Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
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*Joye*

## MERGER OR SHARE EXCHANGE

Marine Fasteners Midwest, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	89 8
Estimated Charge	\$70.00

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**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:

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

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> <small>(if known/ applicable)</small>
<u>Marine Fasteners Missouri, 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 3/24/08

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 3/24/08

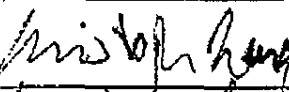
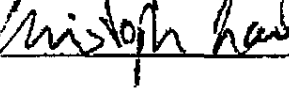
The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

*(Attach additional sheets if necessary)*

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**Seventh: SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
Marine Fasteners Midwest, Inc.		Christoph Lange, Secretary
Marine Fasteners Missouri, Inc.		Christoph Lange, Secretary

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**AGREEMENT AND PLAN OF MERGER  
OF**

**MARINE FASTENERS MISSOURI, INC.  
(a Florida corporation)**

**WITH AND INTO**

**MARINE FASTENERS MIDWEST, INC.  
(a Florida corporation)**

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AGREEMENT AND PLAN OF MERGER entered into on March 24, 2008 by Marine Fasteners Missouri, Inc., a business corporation formed under the laws of the State of Florida ("MF Missouri"), and by Marine Fasteners Midwest, Inc., a business corporation formed under the laws of the State of Florida ("MF Midwest"), and approved by resolution adopted by their respective Boards of Directors on said date.

WHEREAS MF Missouri is a wholly-owned subsidiary of MF Midwest, the parent corporation; and

WHEREAS MF Midwest is a wholly-owned subsidiary of Wurth Group of North America, Inc., a Delaware corporation; and

WHEREAS MF Missouri is a business corporation of the State of Florida with an office therein located at 120 Maritime Drive, Sanford, Florida 32771; and

WHEREAS the total number of shares of stock which MF Missouri has authority to issue is 100, all of which are of one class and of a par value of \$1.00 each; and

WHEREAS the total number of shares issued by MF Missouri and outstanding is 100 shares of common stock; and

WHEREAS MF Midwest is a business corporation of the State of Florida with an office therein located at 120 Maritime Drive, Sanford, Florida 32771; and

WHEREAS the total number of shares of stock which MF Midwest has authority to issue is 100,000, all of which are of one class and of a par value of \$0.10 each; and

WHEREAS the total number of shares issued by MF Midwest and outstanding is 60,500 shares of common stock; and

WHEREAS Section 607.1104 of the Florida Business Corporation Act permits a merger of a subsidiary corporation with and into a parent corporation; and

WHEREAS MF Missouri and MF Midwest and their respective Boards of Directors declare it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge MF Missouri with and into MF Midwest (hereinafter sometimes referred to as the "Merger") pursuant to the provisions of the Florida Business

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Corporation Act upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by MF Missouri and approved by resolution adopted by its Board of Directors and being thereunto duly entered into by MF Midwest and approved by a resolution adopted by its Board of Directors, the Agreement and Plan of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement and Plan of Merger set forth.

FIRST: MF Missouri and MF Midwest shall, pursuant to the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, MF Midwest (hereinafter sometimes referred to as the "Surviving Corporation"), which shall be the Surviving Corporation from and after 12:01 a.m., Eastern Time, March 24, 2008 (the "Effective Time" of the Merger), and which shall continue to exist as said Surviving Corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of MF Missouri (hereinafter sometimes referred to as the "Terminating Corporation") shall cease at said Effective Time in accordance with the provisions of the Florida Business Corporation Act.

SECOND: Upon the Effective Time of the Merger, MF Midwest shall succeed to and become the absolute owner of all the property and assets of any nature of MF Missouri and to all of the rights, privileges, powers and franchises, public and private, of MF Missouri and shall assume and be liable for all of the debts, liabilities, restrictions, obligations, and duties of MF Missouri. Included in the liabilities which MF Midwest shall assume in connection with the Merger is any liability to objecting or dissenting stockholders of MF Missouri under the laws of the State of Florida.

THIRD: Upon the Effective Time of the Merger as provided herein, any claim existing or action or proceeding, civil or criminal, pending by or against MF Missouri may be prosecuted as if the Merger had not taken place or MF Midwest may be substituted in place of MF Missouri; and any judgment rendered against MF Missouri may be enforced against MF Midwest. Neither the rights of creditors nor any liens upon the properties of MF Missouri shall be impaired by the Merger.

FOURTH: The present Certificate of Incorporation of the Surviving Corporation shall remain the Certificate of Incorporation of the Surviving Corporation after the merger.

FIFTH: The present by-laws of the Surviving Corporation will be the by-laws of said Surviving Corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

SIXTH: The directors and officers in office of the Surviving Corporation at the Effective Time of the Merger shall be the members of the Board of Directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in

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SEVENTH: Each issued share of the Terminating Corporation shall, at the Effective Time of the Merger, be cancelled, and no shares shall be issued in lieu thereof. Shares of the common stock of MF Missouri, if any, held in their respective treasuries shall be cancelled and no shares shall be issued in lieu thereof. All issued and outstanding shares of common stock of MF Midwest shall remain issued and outstanding. The issued shares of MF Midwest shall not be converted or exchanged in any manner, but each said share which is issued as of the Effective Time of the Merger shall continue to represent one issued share of MF Midwest.

EIGHTH: In the event that this Agreement and Plan of Merger shall have been fully approved and adopted upon behalf of the Terminating Corporation in accordance with the provisions of the Florida Business Corporation Act and upon behalf of the Surviving Corporation in accordance with the provisions of the Florida Business Corporation Act, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts within the State of Florida and elsewhere to effectuate the Merger herein provided for.

NINTH: The Board of Directors and the proper officers of the Terminating Corporation and of the Surviving Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the Merger herein provided for.

TENTH: MF Midwest shall agree to be served with process in the State of Florida in any proceeding for enforcement of any obligation of MF Missouri, as well as for enforcement of any obligation of MF Midwest arising from the Merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to the Florida Business Corporation Act, and MF Midwest 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 MF Midwest at the following address: c/o Michael K. Brantley, Sr., 120 Maritime Drive, Sanford, Florida 32771.

ELEVENTH: A copy of this Agreement and Plan of Merger shall be furnished by MF Midwest, on request and without cost, to any shareholder of MF Missouri.

TWELFTH: The effective date of this Agreement and Plan of Merger, and the time at which the Merger herein agreed upon shall become effective in the State of Florida, shall be 12:01 a.m., Eastern Time, March 24, 2008.

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IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby executed upon behalf of each of the constituent corporation parties thereto.

MARINE FASTENERS MIDWEST, INC.

By: Christoph Lange  
Name: Christoph Lange  
Title: Secretary

MARINE FASTENERS MISSOURI, INC.

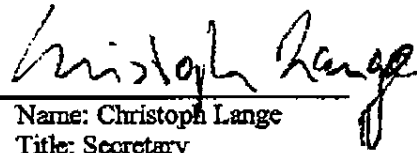
By: Christoph Lange  
Name: Christoph Lange  
Title: Secretary

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**CERTIFICATE OF SECRETARY OF MARINE FASTENERS MIDWEST, INC.**

The undersigned, being the Secretary of Marine Fasteners Midwest, Inc. does hereby certify that written consent has been given to the adoption of the foregoing Agreement and Plan of Merger by the holders of all of the outstanding stock of said corporation, in accordance with the provisions of Section 1101 of the Florida Business Corporation Act.

Dated this 24th day of March, 2008

  
Name: Christoph Lange  
Title: Secretary