

K49082



ACCOUNT NO. : 072100000032

REFERENCE : 880199 7169314

AUTHORIZATION : Patricia Piquito

COST LIMIT : \$ 70.00 100.00

ORDER DATE : October 30, 2000

ORDER TIME : 10:52 AM

ORDER NO. : 880199-005

CUSTOMER NO: 7169314

CUSTOMER: Claire E. Pensyl, Esq
Bell, Pensyl & Levine
311 South Wacker Drive
Suite 2600
Chicago, IL 60606

EFFECTIVE DATE

10/31/00

Merge

600003443626--5

ARTICLES OF MERGER

SOUTHERN PRESTRESSED, INC.
METRA FINANCIAL SERVICES, INC.

INTO

ENVIROVAC INC.

FILED
00 OCT 30 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
00 OCT 30 AM 11:39
NOT RECORDED
TO AVOID
SUFFICIENCY OF FILING

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds EXT 1133
EXAMINER'S INITIALS:

10/31/00

ARTICLES OF MERGER
Merger Sheet

MERGING:

SOUTHERN PRESTRESSED, INC., a Florida corporation K49082
METRA FINANCIAL SERVICES, INC., an Illinois corporation not authorized to
transact business in Florida

INTO

ENVIROVAC INC., an Illinois corporation not qualified in Florida.

File date: October 30, 2000, effective October 31, 2000

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Amount charged: 105.00

PLAN OF MERGER
(Merger of subsidiary corporation(s))

FILED
OCT 30 AM 1:36
TALLAHASSEE, FLORIDA
in accordance
standing shares of e.

Name

Envirovac Inc.

Illinois

Name

Metra Financial Services, Inc.

Illinois

Southern Prestressed, Inc.

Florida

See Exhibit A attached to and by this reference made a part hereof

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation; a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

NA

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

NA

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Envirovac Inc.

Micha

Robert P. Schafer, President

Envirovac Inc.

9.8.3.11

Ira Bell, Secretary

Metrá Financial Services
Inc.

Ken Coker

Matti Tanska, President

Metra Financial Services
Inc.

Ava Bell

Tra Bell, Secretary

Southern Prestressed, Inc.

Micha

Robert P. Schafer, President

Southern Prestressed, Inc.

Mr. Bell

Ira Bell, Secretary

Exhibit A
PLAN OF MERGER

PLAN OF MERGER approved on October 16, 2000 by unanimous written consent of the Board of Directors of Envirovac Inc., an Illinois corporation, by written consent of the sole director of Metra Financial Services, Inc., an Illinois corporation, and by written consent of the sole director of Southern Prestressed, Inc., a Florida corporation, for the purpose of merging Metra Financial Services, Inc., an Illinois corporation and its wholly-owned subsidiary, and Southern Prestressed, Inc., a Florida corporation and its wholly-owned subsidiary into Envirovac Inc.

1. Envirovac Inc., as the owner of all the outstanding shares of Metra Financial Services, Inc. and of Southern Prestressed, Inc., hereby merges Metra Financial Services, Inc. and Southern Prestressed, Inc. into Envirovac Inc.
2. The merger herein provided for shall become effective in the State of Illinois and the State of Florida on October 31, 2000 (the "Effective Date").
3. The separate existence of Metra Financial Services, Inc. and Southern Prestressed, Inc. shall cease upon the Effective Date and Envirovac Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the Business Corporation Act of 1983 of the State of Illinois, as amended.
4. The issued shares of Metra Financial Services, Inc. and Southern Prestressed, Inc. shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished.
5. As of the Effective Date, the Articles of Incorporation of Envirovac Inc. then in effect shall be and continue to be the Articles of Incorporation of the surviving corporation, until altered, amended or repealed in accordance with the provisions thereof and of applicable law.
6. As of the Effective Date, the By-Laws of Envirovac Inc. then in effect shall be and continue to be the By-Laws of the surviving corporation, until altered, amended or repealed in accordance with the provisions thereof and of applicable law.
7. As of the Effective Date, the directors of Envirovac Inc. as the surviving corporation shall be Matti Tanska and Berndt Brunow. The officers of Envirovac Inc. shall be the officers of Envirovac Inc. as of the Effective Date. Such directors and officers shall serve until their respective successors are duly elected and qualified. The Board of Directors of Envirovac Inc., as the surviving corporation, may, from and after the Effective Date, in the manner provided in the By-laws of Envirovac Inc., substitute for or add to the officers of Envirovac Inc. such persons as may be deemed advisable.
8. As of the Effective Date, the effects of the consummation of the merger on the subsidiary corporations and Envirovac Inc. shall be as provided in the Illinois Business Corporation Act of 1983, as amended.

respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or 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 Plan of Merger or of the merger herein provided for.

IN WITNESS WHEREOF, the parties to this Plan of Merger have executed this Plan of Merger as of October 16, 2000 intending it to be effective as of October 31, 2000.

ENVIROVAC INC., an Illinois corporation

METRA FINANCIAL SERVICES, INC., an Illinois corporation

By: Robert P. Schafer
Robert P. Schafer, President

By: Matti Tanska
Matti Tanska, President

Attest: Ira Bell
Ira Bell, Secretary

Attest: Ira Bell
Ira Bell, Secretary

SOUTHERN PRESTRESSED, INC., a Florida corporation

By: Robert P. Schafer
Robert P. Schafer, President

Attest: Ira Bell
Ira Bell, Secretary