

10/27/2003 16:19 FAX 2159779386

M. BURR KEIM COMPANY

**L03000036319**

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DIVISION OF CORPORATIONS  
STATE OF FLORIDA

**MERGER OR SHARE EXCHANGE**

**LAROVO STAINLESS SCRAP PROCESSING, L.L.C.**

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Page Count	07
Estimated Charge	\$105.00

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**JB  
10-29-03**

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**ARTICLES OF MERGER**

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. LAROVO STAINLESS SCRAP PROCESSING, L.L.C. 12 Hedgerow Common Weston, CT 06883	Connecticut	LLC
Florida Document/Registration Number:		FEI Number:
2.		
Florida Document/Registration Number:		FEI Number:
3.		
Florida Document/Registration Number:		FEI Number:
4.		
Florida Document/Registration Number:		FEI Number:

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(Attach additional sheet(s) if necessary)

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**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
LAROVO STAINLESS SCRAP PROCESSING, L.L.C.	Florida	LLC
2103 NW 53rd Street		
Boca Raton, FL 33486		

Florida Document/Registration Number: L03000038319

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FEI Number:

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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**NINTH:** The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

**OR**

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

**TENTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

**ELEVENTH: SIGNATURE(S) FOR EACH PARTY:**

(Note: Please see instructions for required signatures.)

Name of Entity Signature(s)  
 LARVO STAINLESS SCRAP PROCESSING, L.L.C.  
 (A Connecticut Limited Liability) 

Typed or Printed Name of Individual

**Robert Krasnov, Authorized Person**

LAROV STAINLESS SCRAP PROCESSING, L.L.C.  
(A Florida Limited Liability Company)

**Robert Krasnov, Authorized Person**

(Attach additional sheet(s) if necessary)

ADDED

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## AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER between LAROVO STAINLESS SCRAP PROCESSING, LLC (a Connecticut Limited Liability Company) and LAROVO STAINLESS SCRAP PROCESSING, LLC (a Florida Limited Liability Company).

This Agreement and Plan of Merger is made and entered into on the 21<sup>st</sup> day of October, 2003, by and between Larovo Stainless Scrap Processing, LLC, a Connecticut Limited Liability Company ("LC") and Larovo Stainless Scrap Processing, LLC, a Florida Limited Liability Company ("LF"), and

### WITNESSETH:

WHEREAS, LC was organized in Connecticut on November 18, 1996; and

WHEREAS, LF was organized in Florida on September 24, 2003; and

WHEREAS, the sole member of each company deems it advisable that LC be merged into LF on the terms and conditions hereinafter set forth in accordance with the applicable provisions of the statutes of the States of Connecticut and Florida, respectively, which permit such merger;

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, LF and LF, by their respective sole member-manager, have agreed and do hereby agree, each with the other as follows:

### ARTICLE I

#### *Agreement to Merge - Surviving Company*

LC and LF shall be merged into a single limited liability company in accordance with applicable provisions of the laws of the States of Connecticut and Florida, such that LF shall be the surviving company.

### ARTICLE II

#### *Effective Date and Effect of Merger*

Upon the merger becoming effective as provided in the applicable laws of the States of Connecticut and Florida (the time when the merger shall so become effective being sometimes herein referred to as the "Effective Date of the Merger"), LC and LF shall be a single company and the separate existence of LC shall cease

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except to the extent provided by the laws of the State of Connecticut in the case of a limited liability company after its merger into another limited liability company. This Agreement and Plan shall become effective on the Effective Date of the Merger. A copy of the Articles of Merger for each of Florida and Connecticut is attached.

### ARTICLE III

#### *Regarding Articles of Organization and Operating Agreement*

The Articles of Organization and Operating Agreement of LF shall not be amended in any respect by reason of this Agreement and Plan of Merger and shall continue in full force and effect after the Effective Date of the Merger.

### ARTICLE IV

#### *Manner of Conversion*

The holder of the outstanding units of membership interest of LC shall be issued a like number of units of membership interest in LF.

### ARTICLE V

#### *Name of Registered Agent*

Robert Krasnov, of Broken Sound, 2103 NW 53rd St., Boca Raton, FL 33496, is hereby appointed registered agent on behalf of both LC and LF for service of process, tax notices and demands.

### ARTICLE VI

#### *Method of Effecting Merger*

The mode of carrying this merger into effect, and the manner and basis for converting the units of membership interest in LC into units of membership interest of LF, is as follows: the sole member of LC shall surrender his certificate of membership to LF on the Effective Date of the Merger. Upon surrender, LF shall issue in substitution therefor, a certificate for a like number of fully paid units of membership interest in LC.

### ARTICLE VII

#### *Reporting of Assets*

The assets of LC shall be reported in the accounts of LF at their book value as of the Effective Date of the Merger.

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ARTICLE IX  
*Right to Abandon Merger*

The sole member of either LC or LF shall have the power, in his discretion, to abandon the merger described above before filing the Articles of Merger with the respective Secretaries of State of Connecticut and Florida.

The name and address of the managing member, who is the sole member of LAROVO STAINLESS SCRAP PROCESSING, L.L.C., "LC" is Robert Krasnov, Broken Sound, 2103 NW 53rd Street, Boca Raton, FL 33496.

The name and address of the managing member, who is the sole member of LAROVO STAINLESS SCRAP PROCESSING, L.L.C., "LF" is Robert Krasnov, Broken Sound, 2103 NW 53rd Street, Boca Raton, FL 33496.

IN WITNESS WHEREOF, LC and LF, by its sole member, have caused this Agreement and Plan of Merger to be executed the date and year first set forth above.

LAROVO STAINLESS SCRAP PROCESSING, LLC  
(a Connecticut limited liability company)

BY: 

Sole Member

Robert Krasnov

LAROVO STAINLESS SCRAP PROCESSING, LLC  
(a Florida limited liability company)

BY: 

Sole Member

Robert Krasnov

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