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L48869

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

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CORPORATION(S) NAME

A-G Safety Sales & Services of Florida, Inc.

merging into:

A-G Safety Sales & Services, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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| <input type="checkbox"/> NonProfit | | |
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| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other ucc Filing |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
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L48869

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

A-G SAFETY SALES & SERVICES OF FLORIDA, INC., a FL corp., #L48869

INTO

**A-G SAFETY SALES & SERVICES, INC., a Delaware corporation not qualified
in Florida.**

File date: December 31, 1996

Corporate Specialist: Susan Payne

**ARTICLES OF MERGER
OF
A-G SAFETY SALES & SERVICES OF FLORIDA, INC.
INTO
A-G SAFETY SALES & SERVICES, INC.**

**FILED
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DIVISION OF CORPORATIONS**

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

FIRST: A-G Safety Sales & Services, Inc. is a corporation organized under the laws of the State of Delaware owning one hundred percent (100%) of the issued and outstanding shares of A-G Safety Sales and Services of Florida, Inc., a corporation organized under the laws of the State of Florida.

SECOND: The Plan and Agreement of Merger attached hereto as Exhibit A was adopted by the board of directors of A-G Safety Sales & Services, Inc. on December 26, 1996.

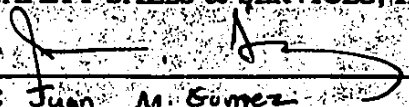
THIRD: As to each of the undersigned foreign and domestic corporations, shareholder approval was not required.

FOURTH: Each share of common stock, par value \$1.00 per share, of A-G Safety Sales & Services of Florida, Inc. shall be cancelled and retired without payment of any consideration thereof.

FIFTH: The sole shareholder of A-G Safety Sales & Services of Florida, Inc. waived the requirement of mailing a copy of the plan and agreement of merger to such shareholder in writing on December 26, 1996.

Signed this 26th day of December, 1996.

A-G SAFETY SALES & SERVICES, INC

By: 
Name: Juan M. Gomez
Title: Vice President

**A-G SAFETY SALES & SERVICES OF
FLORIDA, INC**

By: 
Name: Juan M. Gomez
Title: Vice President


EXHIBIT A
PLAN AND AGREEMENT OF MERGER

PLAN AND AGREEMENT OF MERGER


This Plan and Agreement of Merger ("Agreement") dated December 26, 1996, by and between A-G Safety Sales and Service, Inc., a Delaware corporation, and A-G Safety Sales and Service of Florida, Inc., a Florida corporation, is entered into pursuant to and in satisfaction of the provisions of Section 253 of the Delaware General Corporation Law and Section 607.1104 of the Florida Business Corporation Act, and the parties hereto hereby agree as follows:

1. A-G Safety Sales & Services of Florida, Inc., the subsidiary corporation, shall be merged with and into A-G Safety Sales & Services, Inc., the parent corporation (the "Merger"), with A-G Safety Sales & Services, Inc. as the surviving corporation.
2. A-G Safety Sales & Service, Inc. shall be the surviving corporation and shall be governed by the laws of the State of Delaware.
3. Upon the filing of the Certificate of Merger in the Office of the Secretary of State of Delaware and the Articles of Merger in the Office of the Secretary of State of Florida, the separate existence of A-G Safety Sales & Service of Florida, Inc. shall cease and the surviving corporation shall succeed, without other transfer, to all the rights and property of A-G Safety Sales & Service of Florida, Inc., and shall be subject to all the debts and liabilities of such corporation in the same manner as if the surviving corporation had incurred them. All rights of creditors, including all liens upon the property of each constituent corporation shall be preserved unimpaired, limited, however, to the property encumbered by such liens immediately prior to the Merger.
4. Each share of common stock, par value \$1.00 per share, of A-G Safety Sales & Service of Florida, Inc. shall be cancelled and retired without the payment of any consideration therefor.
5. Shareholders of the subsidiary who, except for the applicability of Section 607.1104, 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 the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

A-G SAFETY SALES & SERVICES, INC.

By: 
Name: Juan M. Gomez
Title: Vice President

A-G SAFETY SALES & SERVICES OF FLORIDA, INC.

By: 
Name: Juan M. Gomez
Title: Vice President