

L69411

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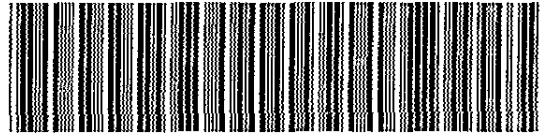
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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

AGGCO MINING COMPANY, A FL CORP #384848

INTO

**THE LORDSBURG MINING COMPANY**, a Florida entity, L69411

File date: March 6, 2003

Corporate Specialist: Anna Chesnut

333 West Vine Street, Suite 1201  
Lexington, Kentucky 40507  
Telephone (859) 225-8700

101 South Queen Street  
Martinsburg, West Virginia 25401  
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# Bowles Rice McDavid Graff & Love PLLC

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March 17, 2003

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Email Address:  
[atawney@bowlesrice.com](mailto:atawney@bowlesrice.com)

Ms. Anna Chestnut  
Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

Re: The Lordsburg Mining Company

Dear Ms. Chestnut:


As requested, I have enclosed a check in the amount of \$35.00 to cover the additional filing fees for the merger of AGGCO Mining Company (Document Number 382828) with and into The Lordsburg Mining Company (Document Number L69411).

Please return all correspondence concerning this matter to:

Amy J. Tawney, Esq.  
Bowles Rice McDavid Graff & Love PLLC  
600 Quarrier Street  
Charleston, West Virginia 25301

For further information concerning this matter, please call Amy J. Tawney at (304) 347-1123.

Very truly yours,

  
Amy J. Tawney

AJT/jam  
Enclosure

1114363.1

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Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

Re: The Lordsburg Mining Company

To Whom It May Concern:

Enclosed for filing are two (2) originals of the Plan of Merger and Articles of Merger for the merger of AGGCO Mining Company (Document Number 382828) with and into The Lordsburg Mining Company (Document Number L69411). Also enclosed is check payable to the Department of State in the amount of \$43.75 to cover the cost of filing and one certified copy.

Please return all correspondence concerning this matter to:

Amy J. Tawney, Esq.  
Bowles Rice McDavid Graff & Love PLLC  
600 Quarrier Street  
Charleston, West Virginia 25301

For further information concerning this matter, please call Amy J. Tawney at (304) 347-1123.

Very truly yours,

  
Amy J. Tawney

AJT/jam  
Enclosure

## ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, F.S.

**FIRST:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
The Lordsburg Mining Company	Florida	L69411

**SECOND:** The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
AGGCO Mining Company	Florida	384848

**THIRD:** The Agreement and 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.

**FIFTH:** The Agreement and Plan of Merger was adopted by the Board of Directors of the Surviving Corporation on February 3, 2003, and shareholder approval was not required.

**SIXTH:** The Agreement and Plan of Merger was adopted by the shareholders of the Merging Corporation on February 3, 2003.

The signatures of the President of each of the corporations to this merger are set forth below: *and Chairman*

THE LORDSBURG MINING COMPANY

By: *Garold R. Spindler*  
Garold R. Spindler  
Its: ~~President~~ Chairman

AGGCO MINING COMPANY

By: *Garold R. Spindler*  
Garold R. Spindler  
Its: President

**AGREEMENT AND PLAN OF MERGER OF  
AGGCO MINING COMPANY INTO  
THE LORDSBURG MINING COMPANY**

**THIS AGREEMENT AND PLAN OF MERGER** is made this 3<sup>rd</sup> day of February, 2003, by and between AGGCO Mining Company, a Florida corporation (the "Merging Corporation") and The Lordsburg Mining Company, a Florida corporation (the "Surviving Corporation"). The Merging and Surviving Corporation are sometimes referred to in this Agreement as the "Constituent Corporations."

WHEREAS, the principal and registered office of the Surviving Corporation is in the State of Florida at 100 Rialto Place, Suite 500, in the City of Melbourne; and

WHEREAS, the principal and registered office of the Merging Corporation is in the State of Florida at 100 Rialto Place, Suite 500, in the City of Melbourne; and

WHEREAS, the authorized capital stock of the Surviving Corporation consists of One Hundred (100) shares of common stock at Five Dollar (\$5.00 par value; and

WHEREAS, the Merging Corporation owns one-hundred percent of the common stock of the Surviving Corporation; and

WHEREAS, the Directors of the Constituent Corporations deem it advisable and to the advantage of the corporations that the Merging Corporation be merged into the Surviving Corporation on the terms and conditions provided in this Agreement, and in accordance with the laws of the State of Florida.

NOW THEREFORE, in consideration of the premises and of the mutual agreements contained in this Agreement and Plan of Merger, the Constituent Corporations have agreed and do hereby agree on the terms and conditions stated below.

**ARTICLE I.**

The Constituent Corporations hereby agree that the Merging Corporation shall be merged with and into the Surviving Corporation, and the Merging Corporation and the Surviving Corporation shall be a single corporation. The Surviving Corporation shall be the corporation continuing after the merger, and the separate existence of the Merging Corporation shall cease on the Effective Date of this Agreement.

**ARTICE II.**

The mode of carrying the merger into effect shall be as follows: Since all of shares of the outstanding capital stock of the Surviving Corporation are currently owned by the Merging Corporation, all of the shares of the outstanding stock of the Surviving Corporation shall be issued pro rata to the holders of all of the outstanding

capital stock of the Merging Corporation upon surrender and cancellation of the certificates representing all of the outstanding shares of the Merging Corporation.

### ARTICLE III.

The shareholders of the Surviving Corporation who would otherwise be entitled to vote and who dissent from the merger may be entitled, if they comply with the provisions regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

### ARTICLE IV.

Pursuant to Section 607.1104, F.S., this merger requires the approval of the shareholders of the Merging Corporation because the Articles of Incorporation of the Surviving Corporation will differ from the Articles of Incorporation of the Merging Corporation before the merger.

### ARTICLE V.

Pursuant to Section 607.1104, F.S., this merger does not require the approval of the shareholders of the Surviving Corporation.

### ARTICLE VI

The conditions of Section 607.1104, F.S., have been complied with as follows:

(a) The sole shareholder of the Merging Corporation has approved the merger; and

(b) The sole shareholder of the Surviving Corporation has waived the mailing requirement set forth in Section 607.1104(2).

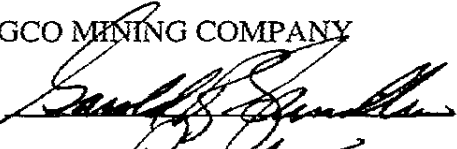
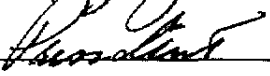
### ARTICLE VII

This Agreement and Plan of Merger shall become effective on the date it is filed with the Secretary of State of the State of Florida (the "Effective Date").

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed to this Agreement, by their Presidents who are duly authorized to sign on behalf of the Constituent Corporations.


AGGCO MINING COMPANY

By:

  
Its: 

THE LORDSBURG MINING COMPANY

By:

  
Its: 