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WILLIAM W. EDELMAN

(A Professional Law Corporation)  
Board Certified Specialist in Taxation

Suite 300  
315 Metairie Road  
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Tel. (504) 828-9511  
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August 17, 2000

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-10/03/00--01063--002  
\*\*\*\*\*25.00 \*\*\*\*\*25.00

RE: Merger of American Industrial Equipment, L.C. and  
Industrial Products Limited, L.L.C.

Dear Sir or Madam:

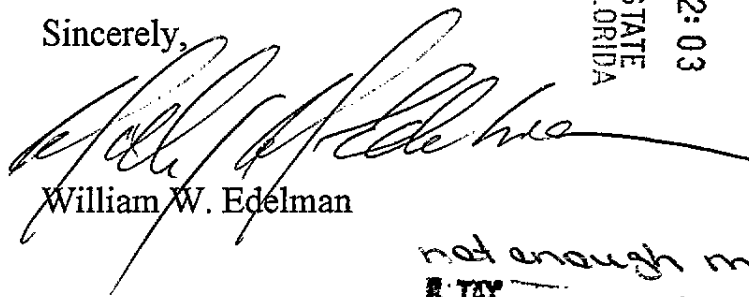
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-08/21/00--01070--018  
\*\*\*\*\*25.00 \*\*\*\*\*25.00

Enclosed for filing are Articles of Merger and Plan of Merger, which merge  
American Industrial Equipment, L.C. and Industrial Products Limited, L.L.C.

Also enclosed is a check in the amount of \$25.00, in payment of your filing  
fee.

Kindly call if you have any questions or problems with this filing.

Sincerely,



William W. Edelman

Name	
Availability	
Document Examiner	DCC
Updater	WWE/jwm DCC
Document Verifier	Enclosures DCC
Acknowledgement	DCC
Verifier	DCC

not enough money  
TAX  
FILING 25.00  
R. AGENT FEE  
C. COPY or mgmt  
T  
N. BANK  
BALANCE DUE  
REFUND

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00SEP 29 PM 12:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**WILLIAM W. EDELMAN**

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*Suite 300  
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September 20, 2000

Diane Cushing  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: Merger of American Industrial Equipment, L.C. and  
Industrial Products Limited, L.L.C./Ref. No. L96000000667

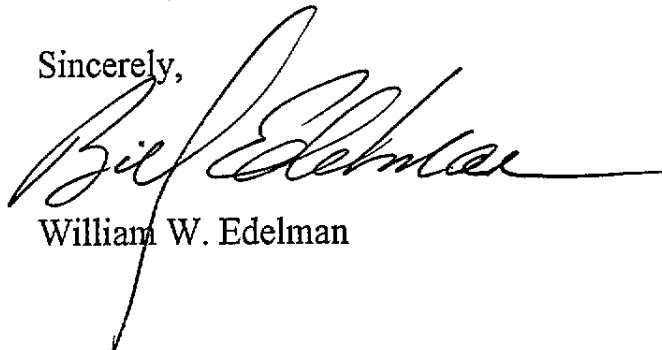
Dear Ms. Cushing:

Enclosed for filing are revised Articles of Merger and Plan of Merger, which merge American Industrial Equipment, L.C. and Industrial Products Limited, L.L.C.

Also enclosed is an additional check in the amount of \$25.00, in payment of your filing fee.

Kindly call if you have any questions or problems with this filing.

Sincerely,

A handwritten signature in black ink, appearing to read "Bill Edelman", written over a horizontal line.

William W. Edelman

WWE/jwm

Enclosures



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

August 29, 2000

WILLIAM W. EDELMAN  
315 METAIRIE ROAD, SUITE 300  
METAIRIE, LA 70005

SUBJECT: AMERICAN INDUSTRIAL EQUIPMENT, L.C.  
Ref. Number: L96000000667

We have received your document for AMERICAN INDUSTRIAL EQUIPMENT, L.C. and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The plan of merger must either provide the name(s) and address(es) of the manager(s) of the limited liability company or state the limited liability company is not managed by one or more managers.

The filing fee for this merger is \$25.00 per entity. Therefore, we need an additional \$25.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 600A00046121

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

AMERICAN INDUSTRIAL EQUIPMENT, L.C., A FLORIDA LIMITED LIABILITY  
COMPANY, L96000000667

,

INTO

**INDUSTRIAL PRODUCTS LIMITED, L.L.C.,** entity not qualified in Florida.

File date: September 29, 2000

Corporate Specialist: Diane Cushing

## 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. Industrial Products Limited, L.L.C. 5632 Salmen Avenue Jefferson, LA 70130	Louisiana	Limited Liability Company
Florida Document/Registration Number: N/A		FEI Number: Applied For
2. American Industrial Equipment, L.C. 12747 49th Street North Clearwater, FL 34622	Florida	Limited Liability Company
Florida Document/Registration Number: L 96000000667		FEI Number: 59-3404438
3.		
Florida Document/Registration Number:		FEI Number:
4.		
Florida Document/Registration Number:		FEI Number:

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TALLAHASSEE, FLORIDA

*(Attach additional sheet(s) if necessary)*

**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>
Industrial Products Limited, L.L.C.	Louisiana	Limited Liability
5632 Salmen Avenue		Company
Jefferson, LA 70130		

Florida Document/Registration Number: N/A FEI Number: Applied For

**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.

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

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

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U.S. SECRETARY OF STATE  
WASHINGTON, D.C.  
20520-5000

**(Note: Please see instructions for required signatures.)**

American Industrial      Philip A. Cerminaro,  
Equipment, L.C.      Managing Member

Industrial Products  
Limited, L.L.C.

Philip A. Cerminaro,  
Managing Member  
5632 Salmen Ave.  
Jefferson, LA 70130

(Attach additional sheet(s) if necessary)

## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
American Industrial Equipment, L.C.	Florida
Industrial Products Limited, L.L.C.	Louisiana

**SECOND:** The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Industrial Products Limited, L.L.C.	Louisiana

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TALLAHASSEE, FLORIDA

**THIRD:** The terms and conditions of the merger are as follows:

American Industrial Equipment, L.C. (a Florida Limited Liability Company) shall be merged into Industrial Products Limited, L.L.C. (a Louisiana Limited Liability Company), which shall be the surviving entity upon approval by the members of each limited liability company and filing and approval by the Secretary of State of Florida and the Secretary of State of Louisiana.

*(Attach additional sheet(s) if necessary)*



**FOURTH:**

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Present membership interests in Industrial Products Limited, L.L.C. (the surviving entity) shall remain outstanding and are not affected by the merger. Each unit of membership interest in American Industrial Equipment, L.C. will be converted into one unit of membership interest in Industrial Products Limited, L.L.C.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Not Applicable

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TALLAHASSEE, FLORIDA

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*(Attach additional sheet(s) if necessary)*

**FIFTH:** If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,  
Florida Document/Registration Number

Not Applicable

**SIXTH:** If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

Philip A. Cerminaro  
Managing Member of Industrial Products Limited, L.L.C.  
5632 Salmen Ave.  
Jefferson, LA 70130

**SEVENTH:** All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

**EIGHTH:** Other provisions, if any, relating to the merger:

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TALLAHASSEE, FLORIDA

*(Attach additional sheet(s) if necessary)*

Attachment to

**PLAN OF MERGER**

American Industrial Equipment, L.C.  
Industrial Product Limited, L.L.C.

**SEVENTH:**

(a) Industrial Products Limited, L.L.C. and American Industrial Equipment, L.C. shall be one entity, which shall be Industrial Products Limited, L.L.C. and which shall survive the merger for that purpose.

(b) The separate existence of American Industrial Equipment, L.C. shall cease.

(c) Industrial Products Limited, L.L.C. shall possess all rights, privileges and franchises previously possessed by it, and those possessed by American Industrial Equipment, L.C.

(d) All of the property and assets of whatsoever kind or description of American Industrial Equipment, L.C., and all debts due on whatever account to it, shall be taken and be deemed to be transferred to and vested in Industrial Products Limited, L.L.C. without further act or deed.

(e) Industrial Products Limited, L.L.C. shall be responsible for all liabilities and obligations of American Industrial Equipment, L.C.

FILED  
00 SEP 29 PM 2:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA