

M62088

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

ALRUSS EXTRUSION AND FINISHING CORPORATION, a Florida corporation,  
document number M62088

INTO

ALRUSS TRANSITION CORP., a Puerto Rico corporation not qualified in  
Florida.

File date: July 31, 1997

Corporate Specialist: Karen Gibson

M62088

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

500002254125--9

-07/31/97--01082--014

\*\*\*\*\*70.00 \*\*\*\*\*70.00

Miss Exclusion and Finishing Coupon

into:

Miss Transition Corp

- ( ) Profit  
( ) NonProfit  
( ) Limited Liability Company  
( ) Foreign  
( ) Limited Partnership  
( ) Reinstatement  
( ) Limited Liability Partnership  
( ) Certified Copy  
( ) Call When Ready  
( ) Walk In  
( ) Mail Out
- ( ) Amendment  
( ) Dissolution/Withdrawal  
( ) Annual Report  
( ) Reservation  
( ) Photo Copies  
( ) Call if Problem  
( ) Will Wait
- ( ) Merger  
( ) Mark  
( ) Other  
( ) Change of F.A.  
( ) Fictitious Name  
( ) CUS  
( ) After 4:30  
( ) Pick Up

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.F. Verifier

CR2E031 (1-89)

PLEASE RETURN EXTRA COPY(S)  
FILE STAMPED

7-31-97

Thanks,  
Melanie

Today Please

Melanie  
CRG/31

FILED  
97 JUL 31 PM 3:58  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

ARTICLES OF MERGER  
ALRUSS EXTRUSION AND FINISHING CORPORATION  
INTO  
ALRUSS TRANSITION CORP.

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Under the Provisions of Section 607.1104  
Florida Statutes

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FILED  
97 JUL 31 PM 3:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1104, Florida Statutes, the undersigned hereby certifies:

1. The names of the corporations which are parties to the merger are Alruss Extrusion and Finishing Corporation ("Parent"), a Florida corporation and Alruss Transition Corp. ("Subsidiary"), a Puerto Rico corporation and a wholly-owned subsidiary of Parent.

2. All of the outstanding shares of capital stock of Subsidiary are owned by Parent.

3. Pursuant to the merger, Parent will be merged with and into Subsidiary, which will be the surviving corporation in the merger and will change its name to "Alruss Extrusion and Finishing Corporation".

4. The merger shall become effective at 11:59 p.m., Eastern Standard Time on date these Articles of Merger are filed with the Florida Department of State.

5. The Certificate of Incorporation of Subsidiary shall be the Certificate of Incorporation of the surviving corporation except that Article I thereof will be amended to read as follows:

"FIRST: The name of this Corporation is Alruss Extrusion and Finishing Corporation."

6. The Board of Directors of Parent has approved and adopted a Plan of Merger, a copy of which is attached as Exhibit A, hereto, providing for the merger of Subsidiary into Parent pursuant to a unanimous written consent to action dated February 21, 1997, and no shareholder approval is necessary pursuant to Section 607.1104, Florida Statutes. Parent, as the sole shareholder of Subsidiary, has waived, and hereby waives, the mailing to it of the Plan of Merger.

IN WITNESS WHEREOF, Alruss Extrusion and Finishing Corporation has caused these Articles of Merger to be executed by its President and Secretary, this 30th day of July, 1997.

**ALRUSS EXTRUSION AND FINISHING CORPORATION**

By: \_\_\_\_\_

Alberto M. Recio  
President

By: \_\_\_\_\_

Carlos M. Vergara  
Secretary

PLAN OF MERGER

THIS PLAN OF MERGER, made and entered into this 21<sup>st</sup> day of February, 1997 by and between ALRUSS EXTRUSION and FINISHING CORPORATION, a Florida corporation ("Parent"), and Alruss Transition Corp., a Puerto Rico corporation ("Subsidiary") (hereinafter collectively referred to as the "Corporations").

W I T N E S S E T H:

WHEREAS, Parent is a Florida corporation with principal place of business in the Commonwealth of Puerto Rico ("Puerto Rico");

WHEREAS, the Corporations recognize that reincorporation of Parent as a Puerto Rico corporation would simplify its business structure and decrease its operational costs;

WHEREAS, all of the issued and outstanding capital stock of Subsidiary is owned by Parent;

WHEREAS, the Subsidiary was created to accomplish the reincorporation of Parent pursuant to the merger of the Corporations;

WHEREAS, the Corporations recognize that the reincorporation may be effected through a merger qualifying as a Plan of Merger pursuant to Chapter 607 of the Florida Statutes and as a reorganization pursuant to Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, with Subsidiary as the surviving corporation, but with said corporation changing its name to Alruss Extrusion and Finishing Corporation;

NOW THEREFORE, in consideration of the premises and mutual covenants herein set forth, the following is agreed and Resolved:

1. Recitals. All of the recitals set forth are true and correct.

2. Plan of Merger. The Corporations hereby adopt a Plan of Merger intended to be effected as a tax-free reorganization pursuant to Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, and qualifying as a statutory merger pursuant to Florida Statutes, Chapter 607, pursuant to which Parent will be merged with and into Subsidiary.

3. Effective Time. The merger will become effective (the "Effective Time") and the corporate existence of Parent will terminate at 11:59 p.m., Puerto Rico time, on the later of (a) the date Articles of Merger are filed with the Secretary of State of Florida, and (b) the date a Certificate of Merger is filed with the Secretary of State of Puerto Rico; provided, however, that a date subsequent to such date may be specified in the articles or certificate of merger, in which case, the Effective Time shall be the close of business on the date specified, provided that such date shall not be more than 90 days after the later of (a) or (b) above.

4. Change of Name. The surviving corporation in the Merger, Alruss Transition Corp., shall change its name to Alruss Extrusion and Finishing Corporation.

5. Conversion of Shares. At the Effective Time, the outstanding shares of Subsidiary, all of which are owned by Parent, shall be canceled and shall not be converted into any shares, rights, obligations, or other securities of Parent or of any other corporation, neither shall any cash nor any other property be paid or delivered in exchange therefore or upon surrender thereof, and (b) each share of Common Stock, \$0.01 par value, of Parent, authorized and issued immediately prior to the Effective Time, shall be virtue of the merger and without any further action on the part of the holder, be converted into and become one fully paid and non-assessable share of Common Stock, \$0.01 par value of Subsidiary. The shares of Subsidiary issued in the merger will be subject to the restrictions contained in that certain Shareholders Agreement dated February 14, 1989, among Parent and the shareholders of Parent, in the same manner and to the same extent as were the shares of Parent immediately prior to the Effective Time.

6. Effect of Merger. At the Effective Time Subsidiary will be merged with and into Parent and the separate existence of Parent shall cease. At the Effective Time, Subsidiary and Parent shall become a single corporation, which shall have the purposes and shall possess all the rights, privileges, powers, franchises and authority, both public and private, and be subject to all the restrictions, disabilities and duties of Parent and Subsidiary; shall be vested with all assets and property, real, personal and mixed, and every interest therein, wherever located, belonging to each of Parent and Subsidiary and shall be liable for all the obligations and liabilities of each of Parent and Subsidiary; all with the effect

set forth in the Florida Business Corporation Act and the Puerto Rico General Corporation Law.

7. Certificate of Incorporation, By-laws. At the Effective Time, the Certificate of Incorporation and By-laws of Subsidiary as in effect immediately prior to the Effective Time shall be the Certificate of Incorporation and By-laws of the surviving corporation.

8. Directors and Officers. At the Effective Time, the directors and officers of Parent immediately prior to the Effective Time, shall be the directors and officers of the surviving corporation until their respective successors shall have been duly elected or appointed.

9. Further Actions. All necessary action shall be taken to transfer information, contracts, assets, or any other property so that this Plan of Merger be effected pursuant to the provisions herewith.

10. Authorization. The appropriate officers of the Corporations are authorized for and on behalf of and in the name of Corporations to take or cause to be taken all such actions and to execute or cause to be executed such certificates and other documents as may be deemed necessary by them or desirable in order to effectuate this Plan and to change the name of Subsidiary to Alruss Extrusion and Finishing Corporation.



11. Notices. All notices to be given under this Agreement shall be sent to the Corporations at the following address:

Alberto M. Recio  
President  
Alruss Extrusion and Finishing Corporation  
PO Box 364205  
San Juan, Puerto Rico 00936-4205

12. Services of Process in State of Florida. Subsidiary, as the surviving corporation of the merger, agrees that it may be served with process in the State of Florida in any proceeding for any obligations of Alruss or the rights of dissenting shareholder of Alruss, and hereby irrevocably appoints the Secretary of State of the State of Florida as its agent accept service of process in any such suit or other proceedings, copies of such process to be mailed by the Department of State of Florida to:

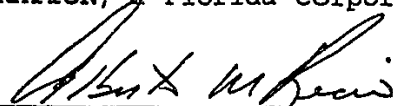
Alberto M. Recio  
PO Box 364205  
San Juan, PR 00936-4205


13. Miscellaneous. This Plan constitutes the entire Agreement and understanding between the parties and supersedes all prior agreements and understandings related hereto. This Plan shall be governed by the laws of the Commonwealth of Puerto Rico.

14. Benefits. This Agreement shall be binding upon and inure to benefit the parties, their personal representatives, estates, successors and assigns.

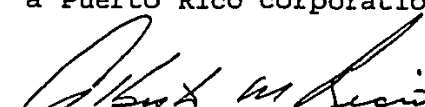
IN WITNESS WHEREOF, the parties have executed this Agreement the  
day and year first above written.


ALRUSS EXTRUSION AND FINISHING  
CORPORATION, a Florida corporation

By:   
Alberto M. Recio, President

By:   
Renan D. Mariani  
Assistant Secretary

ALRUSS TRANSITION CORP.,  
a Puerto Rico corporation

By:   
Alberto M. Recio, President

By:   
Renan D. Mariani  
Assistant Secretary

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