

M79758

GODFREY & KAHN, S.C.

ATTORNEYS AT LAW

780 NORTH WATER STREET

MILWAUKEE, WISCONSIN 53202-3590

(414) 273-3500

FAX (414) 273 5198

April 8, 1997

WITH OFFICES IN:
MILWAUKEE, WISCONSIN
GREEN BAY, WISCONSIN
MADISON, WISCONSIN
OSHKOSH, WISCONSIN

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

900002141039--5
-04/11/97--01113--012
***122.50 ***122.50

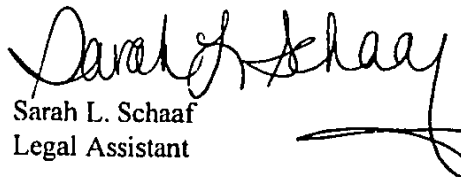
Dear Sir/Madam:

Enclosed please find one original and one exact copy of Articles of Merger of Ward Adhesives, Inc. with and into Ward Acquisition Company, Inc. Once filed, please send me a certified copy of the document. Also enclosed is a check in the amount of \$122.50 to cover the filing and certified copy fees in this regard.

Should you need anything further, please call me as soon as possible at (414) 273-3500.

Very truly yours,

GODFREY & KAHN, S.C.


Sarah L. Schaaf
Legal Assistant

Enclosures

cc: Steven H. Forbes

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -5 PM 4:08
MAY 5 1997

GODFREY & KAHN, S.C.

ATTORNEYS AT LAW

780 NORTH WATER STREET

MILWAUKEE, WISCONSIN 53202-3590

(414) 273-3500

FAX (414) 273-5198

WITH OFFICES IN:
MILWAUKEE, WISCONSIN
APPLETON, WISCONSIN
GREEN BAY, WISCONSIN
MADISON, WISCONSIN
OSHKOSH, WISCONSIN

April 29, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314
ATTN: THELMA LEWIS


Dear Ms. Lewis:

Pursuant to your request, enclosed please find two copies of the Plan of Merger which is Exhibit A to the Articles of Merger of Ward Adhesives, Inc. with and into Ward Acquisition Company, Inc.

Should you need anything further, please advise.

Very truly yours,

GODFREY & KAHN, S.C.


Sarah L. Schaaf
Legal Assistant

Enclosures

GODFREY & KAHN, S.C.

ATTORNEYS AT LAW

780 NORTH WATER STREET

MILWAUKEE, WISCONSIN 53202-3590

(414) 273-3500

FAX (414) 273-5198

WITH OFFICES IN:
MILWAUKEE, WISCONSIN
APPLETON, WISCONSIN
GREEN BAY, WISCONSIN
MADISON, WISCONSIN
OSHKOSH, WISCONSIN

April 25, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314
ATTN: THELMA LEWIS

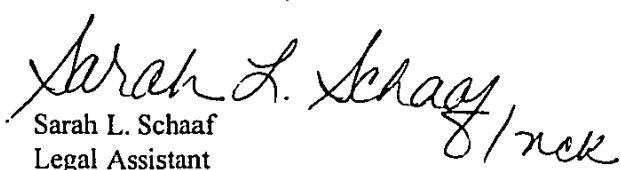
Dear Ms. Lewis:

Pursuant to your letter dated April 16, 1997, I am resubmitting one original and one exact copy of Articles of Merger of Ward Adhesives, Inc. with and into Ward Acquisition Company, Inc. which is signed by the president for both companies involved with the merger. Please handle according to the instructions outlined on the enclosed copy of the letter dated April 8, 1997, which I previously sent to you.

Should you need anything further, please advise.

Very truly yours,

GODFREY & KAHN, S.C.


Sarah L. Schaaf
Legal Assistant

Enclosures



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 16, 1997

SARAH L. SCHAAF, LEGAL ASSISTANT
GODFREY & KAHN, S.C.
780 NORTH WATER STREET
MILWAUKEE, WI 53202-3590

SUBJECT: WARD ADHESIVES, INC.
Ref. Number: M79758

We have received your document for WARD ADHESIVES, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The merger or share exchange should be signed by the chairman or vice chairman of the board of directors, the president or any other officer for each corporation involved in the merger or share exchange.

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 (904) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 897A00019235

ARTICLES OF MERGER
Merger Sheet

MERGING:

WARD ADHESIVES, INC., a Florida corporation, M79758.

INTO

WARD ACQUISITION COMPANY, INC., a Wisconsin corporation not qualified
in Florida

File date: April 5, 1997

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER
OF
WARD ADHESIVES, INC.
WITH AND INTO
WARD ACQUISITION COMPANY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -5 PM 4:08

The undersigned officer of Ward Adhesives, Inc., a corporation organized under the laws of the State of Florida, pursuant to Section 607.1105 of the Florida Statutes, hereby certifies as follows:

1. The Plan of Merger by and between Ward Acquisition Company, Inc., a Wisconsin corporation, and Ward Adhesives, Inc. is attached hereto as Exhibit A and made a part hereof.

2. All of the outstanding shares of Ward Adhesives, Inc. consisting of Two Hundred Sixty Thousand (260,000) shares of \$1.00 par value common stock are owned by Mark Ward, Ralph Ward and John Mahoney.

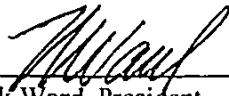
3. Said Plan of Merger was adopted and approved by the respective Shareholders of Ward Adhesives, Inc. and Ward Acquisition Company, Inc. on March 26, 1997 in accordance with Section 607.1103 of the Florida Statutes and Section 180.1103 of the Wisconsin Statutes.

4. Said Plan of Merger was adopted and approved by the respective Boards of Ward Adhesives, Inc. and Ward Acquisition Company, Inc. on March 26, 1997 in accordance with Section 607.1103 of the Florida Statutes and Section 180.1103 of the Wisconsin Statutes.

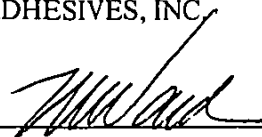
5. All provisions of the laws of the State of Wisconsin and Florida applicable to the proposed merger have been complied with.

IN WITNESS WHEREOF, Ward Adhesives, Inc. has caused these Articles of Merger to be executed on this 26th day of March, 1997.

WARD ACQUISITION COMPANY, INC.

By: 
Mark Ward, President

WARD ADHESIVES, INC.

By: 
Mark Ward, President

This instrument was drafted by:
Steven H. Forbes
Godfrey & Kahn, S.C.
780 North Water Street
Milwaukee, WI 53202

MW2-74916-1

EXHIBIT A

PLAN OF MERGER

1. The names of the corporations proposing to merge are Ward Acquisition Company, Inc., a Wisconsin corporation, hereinafter referred to as "Ward Acquisition Company" or the "Surviving Corporation" and Ward Adhesives, Inc., a Florida corporation, hereinafter referred to as "Ward Adhesives."

2. Ward Adhesives shall merge with and into Ward Acquisition Company and the Surviving Corporation shall exist by virtue and under the laws of the State of Wisconsin. The corporate identity, existence, purpose, powers, franchises, rights and immunities of Ward Acquisition Company shall continue unaffected and unimpaired by the merger, and the corporate identity, existence, purpose, powers, franchises, rights and immunities of Ward Adhesives shall be merged with and into the Surviving Corporation, and the Surviving Corporation shall be fully vested therewith. The separate existence of Ward Adhesives, except insofar as it may be continued by reason of the Wisconsin Statutes, shall cease upon this Plan of Merger becoming effective and thereupon Ward Adhesives and the Surviving Corporation shall become a single corporation.

3. The Articles of Incorporation of Ward Acquisition Company on the Effective Date (as hereinafter defined) of the merger shall be and remain the Articles of Incorporation of the Surviving Corporation.

4. On the Effective Date of the merger, Article I of the Articles of Incorporation of Ward Acquisition Company is amended to change the name of the corporation from Ward Acquisition Company, Inc. to Ward Adhesives, Inc.

5. On the Effective Date of the merger, all of the issued and outstanding common stock of Ward Acquisition Company shall be deemed to be canceled. The Shareholders of Ward Adhesives shall surrender to Ward Acquisition Company stock certificates representing all outstanding shares of stock of Ward Adhesives in exchange for one two hundred-sixtieth (1/260) partial share of Ward Acquisition Company common stock for each one (1) share of Ward Adhesive common stock, respectively, surrendered for cancellation.

6. The By-Laws of Ward Acquisition Company as they exist on the Effective Date of the merger shall be and remain the By-Laws of the Surviving Corporation until altered, amended or repealed as provided therein.

7. The Board of Directors of Ward Acquisition Company prior to the merger shall, upon the Effective Date of the merger, be and remain the Board of Directors of the Surviving Corporation, and they shall hold office until the next annual meeting of the Shareholders of the Surviving Corporation and/or until their successors are duly elected and qualified.

8. The officers of Ward Acquisition Company prior to the date of merger shall, upon the Effective Date of the merger, be and remain the officers of the Surviving Corporation, and they shall hold office until their respective successors are duly elected and qualified.

9. The first annual meeting of the Shareholders of the Surviving Corporation held after the Effective Date of the merger shall be the annual meeting provided by the By-Laws of Ward Acquisition Company. The first regular meeting of the Board of Directors of the Surviving Corporation held after the Effective Date of the merger shall be convened in a manner provided in the By-Laws of Ward Acquisition Company and may be held at the time and place specified in the notice of meeting.

10. This Plan of Merger shall become effective on the date the Articles of Merger of Ward Adhesives, Inc. with and into Ward Acquisition Company, Inc. are filed, herein sometimes referred to as the "Effective Date." On such Effective Date, the separate existence of Ward Adhesives shall cease and it shall be merged with and into Ward Acquisition Company in accordance with the provisions of this Plan of Merger.

11. Notwithstanding anything contained herein to the contrary, this Plan of Merger may be terminated and abandoned by the Boards of Directors of Ward Acquisition Company or Ward Adhesives at any time prior to the filing of the Articles of Merger, if the Boards of Directors of Ward Acquisition Company or Ward Adhesives should decide that it would not be in the best interest of the Surviving Corporation. The Boards of Directors of Ward Acquisition Company and Ward Adhesives have determined that the merger would permit the Surviving Corporation to realize operating economies and increased growth potential as well as other administrative and management efficiencies benefiting each corporation and its shareholders.

12. Pending the completion of the merger, no dividend shall be paid or other distributions made to the holder of the common stock of Ward Adhesives.

13. On the Effective Date, the Surviving Corporation shall, without other transfer, succeed to and have all the rights, privileges, immunities and franchises and Surviving Corporation shall be subject to all the restrictions, disabilities and duties of Ward Adhesives, and all property, real, personal and mixed, and all debts due to Ward Adhesives on whatever account, including stock subscriptions to shares as well as other choses in actions shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, franchises and each and every other interests shall be thereafter as effectively the property of the Surviving Corporation as they were of Ward Adhesives.

14. This merger shall constitute a complete liquidation under Section 332 of the Internal Revenue Code of 1986, as amended, and corresponding provisions of the Wisconsin Statutes.

MW2-74573-1