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C.T Corporation System  
Requestor's Name  
660 East Jefferson Street  
Address  
Tallahassee, FL 32301  
City State Zip Phone

CORPORATION(S) NAME

Hydro Aluminium Puckett, Inc.

merged into:

Hydro Aluminium Puckett, Inc.

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> Profit                        | <input type="checkbox"/> Amendment              | <input checked="" type="checkbox"/> Merger  |
| <input type="checkbox"/> NonProfit                     |   |   |
| <input type="checkbox"/> Limited Liability Company     | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input type="checkbox"/> Foreign                       |   |   |
| <input type="checkbox"/> Limited Partnership           | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> Reinstatement                 | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of R.A.     |
| <input type="checkbox"/> Limited Liability Partnership |   | <input type="checkbox"/> Fictitious Name    |
| <input type="checkbox"/> Certified Copy                | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Call When Ready               | <input type="checkbox"/> Call if Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In            | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out                      |   |   |

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M 96732

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

HYDRO ALUMINUM PUCKETT, INC., a Florida corporation, document number  
M96732

INTO

HYDRO ALUMINUM PUCKETT, INC., a Delaware corporation not qualified in  
Florida.

File date: December 18, 1997

Corporate Specialist: Karen Gibson

**ARTICLES OF MERGER**

**OF**

**HYDRO ALUMINUM PUCKETT, INC.**  
a Florida corporation

**into**

**HYDRO ALUMINUM PUCKETT, INC.**  
a Delaware corporation

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TALLAHASSEE, FLORIDA

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

FIRST: Hydro Aluminum Puckett, Inc., a Florida corporation (the "Parent Corporation"), owns 100% of the outstanding shares of common stock, par value \$1.00 per share, of Hydro Aluminum Puckett, Inc., a Delaware corporation (the "Subsidiary Corporation"), which are the only outstanding shares of any class of capital stock of the Subsidiary Corporation.

SECOND: By unanimous written consent dated November 10, 1997, the Board of Directors of the Parent Corporation duly adopted the following Plan of Merger:

Plan of Merger

1. Hydro Aluminum Puckett, Inc., a Florida corporation (the "Parent Corporation"), the owner of 100% of the outstanding shares of common stock, par value \$1.00 per share, of Hydro Aluminum Puckett, Inc., a Delaware corporation (the "Subsidiary Corporation"), shall merge (the "Merger") with and into the Subsidiary Corporation pursuant to Section 607.1104 of the Florida Business Corporation Act (the "FBCA"), and the Subsidiary Corporation, as the surviving corporation in the Merger (the "Surviving Corporation") shall continue its

corporate existence under the laws of the State of Delaware and shall succeed, insofar as permitted by law, to all rights, assets, liabilities and obligations of the Parent Corporation in accordance with the FBCA.

2. Upon effectiveness of the Merger, each share of Common Stock, par value \$1.00 per share, of the Subsidiary Corporation issued and outstanding prior to the effectiveness of the Merger shall be canceled, and no payment shall be made with respect thereto.

3. Upon effectiveness of the Merger, each share of Common Stock, par value \$1.00 per share, of the Parent Corporation issued and outstanding prior to the effectiveness of the Merger shall be converted into and become one validly issued, fully paid and non-assessable share of Common Stock, par value \$1.00 per share, of the Surviving Corporation upon surrender of any certificates evidencing such shares.

4. Shareholders of the Subsidiary Corporation who, except for the applicability of Section 607.1104 of the FBCA, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1320 of the FBCA, may be entitled, if they comply with the provisions of the FBCA regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

5. The Merger shall become effective upon the filing of Articles of Merger with the Secretary of State of Florida in accordance with the FBCA.

6. From and after effectiveness of the Merger, and until amended as provided by the DGCL, the Certificate of Incorporation and the Bylaws of the

Subsidiary Corporation shall continue as the Certificate of Incorporation and Bylaws of the Surviving Corporation.

7. The directors and officers of the Subsidiary Corporation immediately prior to effectiveness of the Merger shall continue as the directors and officers of the Surviving Corporation until expiration of their current terms as such, or prior removal, resignation or death.

8. The proper officers of the constituent corporations to the Merger are authorized and directed to take or cause to be taken all such further actions and to execute and deliver or cause to be delivered all such further instruments and documents in the name and on behalf of such corporations and to incur all such fees and expenses as in their judgment shall be necessary or advisable in order to carry out fully the Merger.

THIRD: The pro rata issuance of shares of the Surviving Corporation to the holders of shares of the Parent Corporation upon surrender of any certificates therefor is provided for in Section 3 of the Plan of Merger which provides that each outstanding share of the Parent Corporation shall be converted into one share of the Surviving Corporation upon surrender of any certificates evidencing such shares.

FOURTH: Shareholders of the Subsidiary Corporation who, except for the applicability of this Section, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1320 of the Florida Business Corporation Act, may be entitled, if they comply with the provisions of this Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

FIFTH: The Parent Corporation owns 100% of the outstanding shares of the Subsidiary Corporation and, therefore, there are no stockholders of the Subsidiary Corporation to whom the Parent Corporation is required to mail a copy of the Plan of Merger.

SIXTH: The effective date of the Merger is the date Articles of Merger are filed with the Secretary of State of Florida.

SEVENTH: NACO, U.S.A., Incorporated, a Florida corporation and the sole shareholder of the Parent Corporation, approved the Merger and the Plan of Merger by written consent dated November 10, 1997.

IN WITNESS WHEREOF, these Articles of Merger have been signed this 11<sup>th</sup> day  
of December, 1997.

HYDRO ALUMINUM PUCKETT, INC.,  
a Delaware corporation

By: Charles E. Lee  
Charles E. Lee  
President

HYDRO ALUMINUM PUCKETT, INC.,  
a Florida corporation

By: Charles E. Lee  
Charles E. Lee  
President