

P00000026/59

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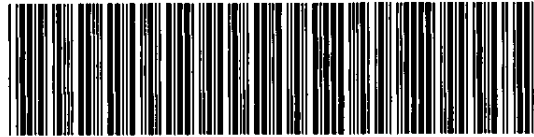
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1. BEN Welding & Fabrication, Inc.
(CORPORATE NAME AND DOCUMENT #)
2. _____
(CORPORATE NAME AND DOCUMENT #)
3. _____
(CORPORATE NAME AND DOCUMENT #)
4. _____
(CORPORATE NAME AND DOCUMENT #)
5. _____
(CORPORATE NAME AND DOCUMENT #)
6. _____
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

EFFECTIVE DATE

12/31/12

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ARTICLES OF MERGER

THIS IS TO CERTIFY THAT:

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

FIRST: The name and jurisdiction of the surviving corporation is B & N Welding & Fabrication, Inc., a Florida corporation ("Surviving Corporation"), and the document number of such corporation is P00000026159.

SECOND: The name and jurisdiction of the merging corporation is Bell Industrial Services, Inc., a Florida corporation ("Merging Corporation"), and the document number of such corporation is P06000082839.

THIRD: The Plan of Merger is attached hereto as Exhibit A.

FOURTH: The merger shall become effective on December 31, 2012.

FIFTH: The Plan of Merger was adopted by the shareholders of the Surviving Corporation on December 17, 2012.

SIXTH: The Plan of Merger was adopted by the shareholders of the Merging Corporation on December 17, 2012.

IN WITNESS WHEREOF, these Articles of Merger have been duly executed this 17th day of December, 2012, by the Surviving Corporation and the Merging Corporation.

B & N Welding & Fabrication, Inc.

By: Amanda L. Bell
Amanda L. Bell, President

Bell Industrial Services, Inc.

By: Jamie S. Bell
Jamie S. Bell, President

**PLAN OF MERGER
OF
B & N WELDING & FABRICATION, INC.
AND
BELL INDUSTRIAL SERVICES, INC.**

EFFECTIVE DATE: December 31, 2012

SECTION 1. MERGER

On the Effective Date, Bell Industrial Services, Inc., a corporation created under the laws of the state of Florida (the "Merging Corporation") will be merged with and into B & N Welding & Fabrication, Inc., a corporation created under the laws of the state of Florida (the "Surviving Corporation").

SECTION 2. EFFECT OF MERGER

2.1. Single Corporation. At the time of the merger, the separate existence of the Merging Corporation will cease, and both the Merging and Surviving Corporation will be a single corporation, which will be the Surviving Corporation.

2.2. Title to Assets. The title to all real estate and other property owned by the Merging Corporation and the Surviving Corporation will be vested in the Surviving Corporation at the time of the merger without reversion or impairment, and without further act or deed.

2.3. Liabilities and Obligations. At the time of the merger, the Surviving Corporation will assume all liabilities and obligations of the Merging Corporation and the Surviving Corporation as of the Effective Date.

2.4. Pending Proceedings. Any proceeding pending against the Merging Corporation or the Surviving Corporation at the time of the merger may be continued as if the merger did not occur, or the Surviving Corporation may be substituted in the proceeding for the Merging Corporation.

SECTION 3. CORPORATE INCIDENTS

3.1. Articles of Incorporation. The articles of incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Date, will be the articles of incorporation of the Surviving Corporation following this merger.

3.2. Bylaws. The bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Date, will be the bylaws of the Surviving Corporation following this merger.

3.3. Board of Directors and Officers. The board of directors of the Surviving Corporation following this merger will consist of the persons who are members of the board of directors of the Surviv-



ing Corporation immediately prior to the Effective Date, and they will hold office until their successors have been elected and qualified. The officers of the Surviving Corporation following this merger will be the persons who are the officers of the Surviving Corporation immediately prior to the Effective Date, and they will hold office at the pleasure of the board of directors of the Surviving Corporation.

SECTION 4. SHARES OF STOCK

4.1. Exchange of Shares. On or after the Effective Date, the Surviving Corporation, upon the receipt of properly endorsed stock certificates representing the outstanding shares of common stock of the Merging Corporation, will issue to the shareholders of the Merging Corporation stock certificates representing one share of the fully paid and nonassessable common stock of the Surviving Corporation for each one share of fully paid and nonassessable common stock of the Merging Corporation held by the shareholders.

4.2. Cancellation of Shares. On the Effective Date, each share of stock of the Merging Corporation that is then issued and outstanding will, by virtue of the merger and without any action on the part of the Merging Corporation or the Surviving Corporation, be immediately canceled.

4.3. Continuation of Shares. Each share of stock of the Surviving Corporation that is issued and outstanding as of the Effective Date will continue to be an issued and outstanding share of the Surviving Corporation notwithstanding the merger.

SECTION 5. EFFECTIVE DATE

The merger of the Merging Corporation and the Surviving Corporation will be effective (the "Effective Date") December 31, 2012 as set forth in the Articles of Merger in accordance with the Business Corporation Act of the state of Florida. Articles of Merger will not be filed until this plan of merger has been approved by the board of directors and shareholders of both the Merging Corporation and the Surviving Corporation.

SECTION 6. INTENT

It is the intent of the Merging Corporation and the Surviving Corporation that the transaction contemplated by this plan of merger will constitute a merger under the Business Corporation Act of the state of Florida and qualify as a tax-free corporate reorganization within the meaning of I.R.C. § 368(a)(1)(A).

SECTION 7. GOVERNING LAW

This merger will take place in accordance with the Business Corporation Act of the state of Florida.