

MAY. 3. 2000 4:35PM
Division of Corporations

HOLLAND AND KNIGHT

NO. 7618 P. 1 of 2

P00000042008

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To:

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Account Name : HOLLAND & KNIGHT OF JACKSONVILLE
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

HTC CATHODIC PROTECTION INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

Merger

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

HTC CATHODIC PROTECTION INC., a Delaware corporation not qualified to transact business in the State of Florida.

INTO

HTC CATHODIC PROTECTION INC., a Florida entity, P00000042008.

File date: May 3, 2000

Corporate Specialist: Darlene Connell

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DIVISION OF CORPORATIONS

3. 2000 4:36PM00 HOLLAND AND KNIGHT:f State p1 /1

NO. 7618 P. 2



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 3, 2000

HTC CATHODIC PROTECTION INC.
6860 PHILLIPS INDUSTRIAL BLVD
JACKSONVILLE, FL 32256

SUBJECT: HTC CATHODIC PROTECTION INC.
REF: P00000042008

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Please add an exhibit indicating the titles, names, and addresses of the officers/directors of the surviving corporation.

THIS EXHIBIT IS REQUIRED BECAUSE OF THE WORDING IN PART FOURTH ON THE LAST PAGE.

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) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H00000024713
Letter Number: 200A00024666

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

**ARTICLES OF MERGER
OF
HTC CATHODIC PROTECTION INC., A DELAWARE CORPORATION
INTO
HTC CATHODIC PROTECTION INC., A FLORIDA CORPORATION**

The following articles of merger are being submitted in accordance with Section 607.1105 of the Florida Business Corporation Act.

FIRST: The name and jurisdiction of the merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
HTC Cathodic Protection Inc.	Delaware

SECOND: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
HTC Cathodic Protection Inc.	Florida

THIRD: The Agreement and Plan of Merger is attached.

FOURTH: The Agreement and Plan of Merger was adopted by the board of directors of the surviving corporation on May 3, 2000. No shares of stock of the surviving corporation were issued prior to the adoption of the resolution approving the Agreement and Plan of Merger, thus shareholder approval was not required.

FIFTH: The Agreement and Plan of Merger was adopted by the shareholders of the merging corporation on May 3, 2000.


SIXTH: The merger shall become effective on the later of the date on which the Articles of Merger are filed with the Florida Department of State or the date on which the Certificate of Merger is filed with the Office of the Secretary of State of the state of Delaware.

TENTH: These Articles of Merger comply with, and were executed in accordance with, the laws of each corporation's jurisdiction.


FILED
00 MAY -3 PM 4:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

HTC Cathodic Protection
Inc., a Delaware corporation

By: 
Allen Ecklof
Secretary

HTC Cathodic Protection
Inc., a Florida corporation

By: 
Allen Ecklof
Chairman

JAX1 #547149 v2

**AGREEMENT AND PLAN OF MERGER
OF
HTC CATHODIC PROTECTION INC., A DELAWARE CORPORATION
INTO
HTC CATHODIC PROTECTION INC., A FLORIDA CORPORATION**

AGREEMENT AND PLAN OF MERGER, entered into as of this 3rd day of May, 2000, made by and between HTC Cathodic Protection Inc., a Florida corporation and HTC Cathodic Protection Inc., a Delaware corporation.

WHEREAS, the names of the constituent corporations are HTC Cathodic Protection Inc., a Florida corporation ("HTC-FL"), and HTC Cathodic Protection Inc., a Delaware corporation ("HTC-DE") (collectively, the "Corporations");

WHEREAS, pursuant to the Merger (as defined below), HTC-DE is being merged with and into HTC-FL, and HTC-FL shall be the surviving corporation of the Merger to continue in existence under the laws of the State of Florida;

WHEREAS, the respective boards of directors of each of the Corporations and the shareholders of HTC-DE have determined that it is advisable for, and in the best interests of each of the Corporations, to have HTC-DE merge with and into HTC-FL (the "Merger") pursuant to the provisions of the Business Corporation Law of the State of Florida and the provisions of the General Corporation Law of the State of Delaware; and

WHEREAS, the respective boards of directors of each of the Corporations, by resolutions duly adopted by unanimous written consent, have approved and adopted this Agreement, the shareholders of HTC-DE have approved and adopted this Agreement, and no shares of stock of HTC-FL were issued prior to the adoption by the board of directors of the resolution approving this Agreement.

NOW, THEREFORE, HTC-FL and HTC-DE, by and between their respective boards of directors, in consideration of the mutual covenants, agreements and provisions hereinafter contained, have agreed to merge pursuant to Section 252 of the General Corporation Law of the State of Delaware and Section 607.1107 of the Florida Business Corporation Act, and do hereby agree upon and prescribe the terms and conditions of the Merger as follows:

FIRST: HTC-DE (the "Merging Corporation") shall be and hereby is merged into HTC-FL (the "Surviving Corporation"), which shall be the surviving corporation and which shall be governed by the laws of the State of Florida.

SECOND: The Articles of Incorporation of the Surviving Corporation, as in effect on the date of the Merger, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation.

THIRD: The by-laws of the Merging Corporation, as in effect on the date of the Merger, shall become the by-laws of the Surviving Corporation.

FOURTH: The manner and basis of converting the interests, shares, obligations or other securities of, or the rights to acquire interests, shares, obligations or other securities of, the Merging Corporation into the interests, shares, obligations or other securities of, or rights to acquire interests, shares, obligations or other securities of, the Surviving Corporation, in whole or in part, are as follows:


Each outstanding share of the Merging Corporation shall be converted into one share of the Surviving Corporation and shall have identical designations, preferences, limitations and relative rights. Any right to acquire interests, shares, obligations or other securities of the Merging Corporation shall be converted into a right to acquire interests, shares, obligations or other securities of the Surviving Corporation.

FIFTH: The terms and conditions of the merger provided herein are as follows:

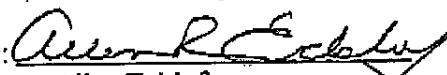
HTC-DE shall be merged with and into HTC-FL, the separate corporate existence of HTC-DE shall cease, and HTC-FL shall continue its corporate existence under the laws of Florida under its present name.

IN WITNESS WHEREOF, each of the Corporations has caused this Agreement and Plan of Merger to be certified, executed, and acknowledged on its behalf by an officer or director thereunto duly authorized as of the date first set forth above.

HTC CATHODIC PROTECTION
INC., a Florida corporation

By: 
Allen Ecklof
Chairman

HTC CATHODIC PROTECTION
INC., a Delaware corporation

By: 
Allen Ecklof
Secretary

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