

PD1000055853

CT CORPORATION

CORPORATION(S) NAME

World Class Wire & Cable of Florida, Inc.

Merging into: World Class Wire & Cable, Inc.

02 FEB 15 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<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		

02 FEB 15 PM 2:05
RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

2/15/02

Order#: 5130824

500004931285--8

-02/15/02--01054--004

Ref#: *****70.00 *****70.00

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

C. Coullatte FEB 15 2002

ARTICLES OF MERGER
Merger Sheet

MERGING:

WORLD CLASS WIRE & CABLE OF FLORIDA, INC., a Florida corporation,
P01000055853

INTO

WORLD CLASS WIRE & CABLE, INC., a Wisconsin entity not qualified in
Florida.

File date: February 15, 2002

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER
OF
WORLD CLASS WIRE & CABLE OF FLORIDA, INC.
AND
WORLD CLASS WIRE & CABLE, INC.

FILED
02 FEB 15 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to section 607.1104 of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

1. Attached hereto as Exhibit 1 and made a part hereof is the Agreement and Plan of Merger for merging World Class Wire & Cable of Florida, Inc. ("Subsidiary") with and into World Class Wire & Cable, Inc. ("Parent"), as adopted by the sole director of Subsidiary on January 31, 2002, and adopted by the Board of Directors of Parent on January 31, 2002.

2. The merger of Subsidiary with and into Parent is permitted by the laws of the jurisdiction of organization of Parent and has been authorized in compliance with said laws. The date of adoption of the Agreement and Plan Merger by the Board of Directors of Parent was January 31, 2002.

3. Shareholder approval was not required for the merger.

4. The effective time and date of the merger shall be on the date the Articles of Merger are filed with the State of Florida.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed as of the 11th day of February, 2002.

WORLD CLASS WIRE & CABLE
OF FLORIDA, INC.

By: James M. Lindenberg, President
James M. Lindenberg, President

WORLD CLASS WIRE & CABLE, INC.

By: James M. Lindenberg, President
James M. Lindenberg, President

EXHIBIT 1
PLAN OF MERGER

(See Attached)

AGREEMENT AND PLAN OF MERGER
OF WORLD CLASS WIRE & CABLE OF FLORIDA, INC.
WITH AND INTO
WORLD CLASS WIRE & CABLE, INC.

This Agreement and Plan of Merger, dated this 31st day of January, 2002, is made and entered into by and between World Class Wire & Cable of Florida, Inc., a Florida corporation ("Subsidiary"), and World Class Wire & Cable, Inc., a Wisconsin corporation ("Parent"), jointly referred to hereinafter as the "Merging Corporations".

RECITALS

- A. Parent owns 100% of the issued and outstanding stock of Subsidiary.
- B. The sole director of Subsidiary and the Board of Directors of Parent deem it to be in the best interest of such companies that Subsidiary merge with and into Parent (the "Merger").

AGREEMENTS

In consideration of the recitals and mutual agreements which follow the parties agree as follows:

ARTICLE I

PLAN OF MERGER

The Plan of Merger is as follows:

1. At the Effective Date (as defined below) of the Merger (as defined above), Subsidiary will be merged with and into Parent in accordance with the Wisconsin Business Corporation Law and the Florida Business Corporation Act. After the Merger, Parent will be the surviving corporation and the separate existence and identity of Subsidiary will cease to exist.
2. At the Effective Date of the Merger:
 - (a) Parent shall possess all rights privileges, immunities and franchises, of a public nature as well as of a private nature, of each of the Merging Corporations;
 - (b) All property, real, personal and mixed and all debts due on whatever account, including subscriptions to shares and all other choses in action, and every interest, of or belonging to or due to each of the Merging Corporations, shall be taken and deemed to be transferred to and vested in Parent without further act or deed;
 - (c) Title to any real estate or any interest therein, vested in each of the Merging Corporations shall not revert or be in any way impaired by reason of the Merger;

(d) Parent shall be responsible and liable for all the liabilities and obligations of the Merging Corporations;

(e) Any claim existing or action or proceeding pending by or against either of the Merging Corporations may be prosecuted to judgment as if the Merger had not taken place, or Parent may be substituted as the party in interest; and

(f) Neither the rights of creditors nor any liens upon the property of the Merging Corporations shall be impaired by the Merger.

3. At the Effective Date of the Merger each share of the \$.01 par value common stock of Subsidiary issued and outstanding shall be retired and canceled without payment of consideration.

4. The "Effective Date" of the Merger shall be upon the filing of the Articles of Merger with the Wisconsin Department of Financial Institutions.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be executed as of the ____ day of February, 2002.

WORLD CLASS WIRE & CABLE
OF FLORIDA, INC.

BY James M. Lindenberg, President
James M. Lindenberg, President

Attest:
Thomas F. Walker, Jr., Assistant Secretary
Thomas F. Walker, Jr., Assistant Secretary

WORLD CLASS WIRE & CABLE, INC.

BY James M. Lindenberg, President
James M. Lindenberg, President

Attest:
Thomas F. Walker, Jr., Assistant Secretary
Thomas F. Walker, Jr., Assistant Secretary