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MERGER OR SHARE EXCHANGE

Southeast Broach Company, LLC

Certificate of Status	0
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Help

**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Southeast Broach Company, Inc.	Florida	Corporation
Southeast Broach Company, LLC	Delaware	Limited Liability Company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Southeast Broach Company, LLC	Delaware	Limited Liability Company

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) List the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S.:


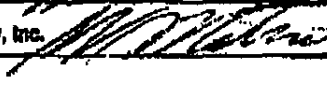
Street address: 1420 NW 65th Avenue

Plantation, Florida 33313

Mailing address: Same

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINE: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Southwest Broach Company, LLC		William L. Martin
Southwest Broach Company, Inc.		William L. Martin

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

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PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger (the "Plan") sets forth the terms of the merger (the "Merger") of Southeast Broach Company, Inc., a Florida corporation (the "Company") with and into Southeast Broach Company, LLC, a Delaware limited liability company (the "LLC"). As used in this Plan, "Effective Time" means the later of (a) the time this Plan becomes effective under the laws of the State of Florida and (b) the time this Plan becomes effective under the laws of the State of Delaware.

Background

Broach Holdings, Inc., a Michigan corporation ("Broach") is the sole shareholder ("Sole Shareholder") and sole member ("Sole Member"), respectively, of the Company and the LLC. Broach has determined that it is in the best of interest of the Company and the LLC to merge the entities, with the Company being merged with and into the LLC, and the LLC being the surviving entity ("Surviving Entity").

The Company is a corporation organized and existing under the laws of the State of Florida, with authorized shares consisting of Sixty Thousand (60,000) shares of common stock, of which on the Effective Date Ten Thousand (10,000) shares of common stock are issued and outstanding and entitled to vote and held by the Sole Shareholder.

The LLC is a limited liability company organized and existing under the laws of the State of Delaware.

1. Constituent Entities.

The names of the constituent entities in the Merger (the "Constituent Entities") are:

Southeast Broach Company, LLC

Southeast Broach Company, Inc.

2. Surviving Entity.

The Surviving Entity will be Southeast Broach Company, LLC, a Delaware limited liability company. The street address of the LLC's principal place of business is 1420 NW 65th Avenue, Plantation, Florida, 33313.

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3. Terms and Conditions of Merger; Manner of Carrying Same into Effect.

At the Effective Time, the separate existence of the Company will cease, and the Company will be merged with and into the LLC, and the LLC will be the Surviving Entity of the Merger.

4. Manner and Basis of Converting Shares and Membership Interests.

The entire membership interest in the LLC is held by the Sole Member, which has approved the Merger. All shares in the Company are held by the Sole Shareholder, which has approved the Merger. At the Effective Time, by virtue of the Merger and without any action on the part of the holder of any shares of stock or membership interest of either Constituent Entity:

4.1 The membership interest shall remain as the issued and outstanding membership interest in the LLC.

4.2 All shares in the Company held by the Sole Shareholder shall, by virtue of the Merger and without any action by the Sole Shareholder, be deemed liquidated and cancelled.

5. Effect of the Merger.

5.1 Status of LLC at Effective Time. At the Effective Time the certificate of formation of the LLC in effect immediately before the Effective Time will continue to be the certificate of formation of the LLC.

5.2 Effect of Merger Under Limited Liability Company and Corporation Statutes. At and after the Effective Time, the Merger will have the effects set forth in Section 607.11101 of the Florida Business Corporation Act and Section 18-209(g) of the Delaware Limited Liability Company Act.

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IN WITNESS WHEREOF, the Constituent Entities have caused this Plan
to be executed as of ~~November 7~~, 2006.

SOUTHEAST BROACH COMPANY, LLC

By: ~~Broach Holdings, Inc., Sole Member~~

By: 

William L. Martin

Its: President

SOUTHEAST BROACH COMPANY, INC.

By: ~~Broach Holdings, Inc., Sole Shareholder~~

By: 

William L. Martin

Its: President

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