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MERGER OR SHARE EXCHANGE

TRIPLE E PROTECTIVE COATINGS USA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

BETWEEN

TRIPLE E USA, INC.
a Maryland corporation

WITH AND INTO

TRIPLE E PROTECTIVE COATINGS USA, INC.
a Florida corporation

EFFECTIVE DATE
12-31-03

Triple E USA, Inc., a Maryland corporation, and Triple E Protective Coatings USA, Inc., a Florida corporation, certify as follows:

FIRST: Triple E USA, Inc., a Maryland corporation (the "Merged Entity") and Triple E Protective Coatings USA, Inc., a Florida corporation (the "Surviving Entity") agree to merge (the "Merger") effective at 12:01 a.m., Baltimore, Maryland time, on December 31, 2003 as more fully described in the Plan of Merger, a copy of which is attached hereto and is made a part hereof.

SECOND: When the Merger becomes effective, the separate existence of the Merged Entity shall cease and the Surviving Entity shall continue in existence under its charter and bylaws.

THIRD: When the Merger becomes effective, the charter of the Surviving Entity shall be the charter of the Surviving Entity and there shall be no other amendments to the charter, unless and until the same shall be amended or repealed in accordance with the provisions thereof.

FOURTH: The Merged Entity was incorporated in Maryland on January 24, 2001 under the General Laws of the State of Maryland. The Surviving Entity was incorporated in Florida on December 22, 2003 under the General Laws of the State of Florida. The registered office of the Merged Entity is Robert S. Downs, 26th Floor, 100 East Pratt Street, Baltimore, Maryland 21202. The principal office of the Surviving Entity is 6601 Lyons Road, Suite H-7, Coconut Creek, Florida 33073. The Surviving Entity is not qualified to do business in the State of Maryland. The name and address of the resident agent of the Successor Entity in the State of Maryland is Robert S. Downs, 9th Floor, 10 Light Street, Baltimore, Maryland 21202.

FIFTH: The Merged Entity does not own any real property in the State of Maryland.

SIXTH: The total number of shares of stock that the Merged Entity has authority to issue is One Hundred Thousand, all of which are shares of common stock with par value of \$1.00 per share for an aggregate par value of \$100,000. The total number of shares of stock that the Surviving Entity has the authority to issue is One Hundred Thousand, all of which are shares of common stock with par value of \$1.00 per share for an aggregate par value of \$100,000.

SEVENTH: The manner and basis of converting or exchanging issued stock of the Merged Entity and the Surviving Entity into other consideration and the treatment of any issued stock converted or exchanged shall be as follows:

- a) When the Merger becomes effective, each of the issued and outstanding shares of Common Stock of the Merged Entity shall be cancelled automatically and shall cease to exist, without any payment or other distribution in respect thereof.

EIGHTH: The terms and conditions of the transactions set forth in these Articles of Merger were advised, authorized and approved by each of the Merged Entity and the Surviving Entity in the manner and by the vote required by their respective charters and the laws of the State of Florida and the State of Maryland, respectively. The manner of approval by the Merged Entity and the Surviving Entity of the transactions set forth in these Articles of Merger is as follows:

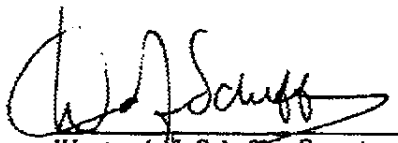
- a) The board of directors of the Merged Entity adopted a resolution by unanimous written consent on December 23, 2003, approving the Merger pursuant to Section 2-408 of the Maryland General Corporation Law ("MGCL"). The sole stockholder of the Merged Entity approved the Merger by written consent pursuant to Section 2-505 of the MGCL.
- b) The board of directors of the Surviving Entity adopted a resolution by unanimous written consent on December 23, 2003, approving the Merger pursuant to Section 607.1104 of the Florida Business Corporation Act ("FBCA"). The sole stockholder of the Merged Entity approved the Merger by written consent pursuant to Section 607.0821 of the FBCA.

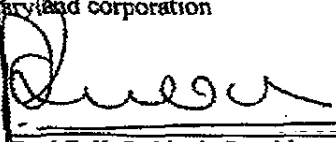
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IN WITNESS WHEREOF, the Merged Entity and the Surviving Entity have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by their respective Presidents who acknowledge that these Articles of Merger are the act of the Merged Entity and the Surviving Entity, respectively, and that, to the best of their knowledge, information and belief and under penalties for perjury, all matters and facts contained in these Articles of Merger are true in all materials respects, as of this 31st day of December, 2003.

MERGING ENTITY

TRIPLE E USA, INC.
a Maryland corporation


Wouter A. J. Scheffer, Secretary

By: 
Paul F. K. Rubingh, President

SURVIVING ENTITY

TRIPLE E PROTECTIVE COATINGS USA, INC.
a Florida corporation


Wouter A. J. Scheffer, Secretary

By: 
Paul F. K. Rubingh, President

PLAN AND AGREEMENT OF MERGER

BETWEEN

TRIPLE E USA, INC.
a Maryland corporation

WITH AND INTO

TRIPLE E PROTECTIVE COATINGS USA, INC.
a Florida corporation

This PLAN AND AGREEMENT OF MERGER is made this 23rd day of December 2003, between Triple E USA, Inc., a Maryland corporation ("USA") and Triple E Protective Coatings USA, Inc., a Florida corporation ("Florida").

WHEREAS, the total number of shares of stock that USA has authority to issue is One Hundred Thousand, all of which are shares of common stock with par value \$1.00 per share, of which 1,000 shares have been duly issued and now outstanding, and

WHEREAS, the total number of shares of stock that Florida has authority to is issue One Hundred Thousand, all of which are shares of common stock with par value \$1.00 per share, of which 1,000 shares have been duly issued and now outstanding, and

WHEREAS, the Board of Directors of Florida and USA, respectively, deem it advisable and generally to the advantage and welfare of the two corporate parties and each of their respective sole stockholder for USA to merge with and into Florida under and pursuant to the provisions of the Maryland General Corporation Law and the Florida Business Corporation Act.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits hereby provided, it is agreed by and between the parties hereto as follows:

1. **MERGER.** USA shall be and it hereby is merged with and into Florida.
2. **EFFECTIVE DATE.** This Plan and Agreement of Merger shall become effective on December 31, 2003, the time of such effectiveness being hereinafter called the Effective Date.
3. **SURVIVING CORPORATION.** Florida shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Florida, but the separate corporate existence of USA shall cease forthwith upon the Effective Date.
4. **AUTHORIZED CAPITAL.** The Authorized Capital stock of Florida following the Effective Date shall be 100,000 shares of Common Stock, par value \$1.00 per share, unless and until the same shall be changed in accordance with the laws of the State of Florida.

5. **CHARTER.** The charter of Florida as it exists on the Effective Date shall be the charter of Florida following the Effective Date, and there shall be no other amendments to the charter, unless and until the same shall be amended or repealed in accordance with the provisions thereof.

6. **BYLAWS.** The bylaws of Florida as they exist on the effective date shall be the bylaws of Florida following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof.

7. **BOARD OF DIRECTORS AND OFFICERS.** The members of the board of directors and the officers of Florida immediately after the effective time of the merger shall be those persons who were the members of the board of directors and the officers, respectively, of Florida immediately prior to the effective time of the merger, and such persons shall serve in such offices, respectively, for the terms provided by law or in the bylaws, or until their respective successors are elected and qualified.

8. **FURTHER ASSURANCE OF TITLE.** If at any time Florida shall consider or be advised that any acknowledgments or assurances in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to Florida any right, title, or interest of USA held immediately prior to the Effective Date, USA and its proper officers and directors shall and will execute and deliver all such acknowledgments or assurances in law and do all things necessary or proper to acknowledge or confirm such right, title, or interest in Florida as shall be necessary to carry out the purposes of this Plan and Agreement of Merger, and Florida and the proper officers and directors thereof are fully authorized to take any and all such action in the name of USA or otherwise.

9. **CONVERSION OF OUTSTANDING STOCK.** Forthwith upon the Effective Date, each of the issued and outstanding shares of common stock of USA shall be cancelled automatically and shall cease to exist, without any payment or other distribution in respect thereof.

10. **RIGHTS AND LIABILITIES OF USA.** At and after the Effective Time of the merger, Florida shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers, and franchises, both public and private, and all of the property, real, personal, and mixed, of each of the parties hereto; all debts due to USA or whatever account shall be vested in Florida; all claims, demands, property, rights, privileges, powers and franchises and every other interest of either of the parties hereto shall be as effectively the property of Florida as they were of the respective parties hereto; the title to any real estate vested by deed or otherwise in USA shall not revert or be in any way impaired by reason of the merger, but shall be vested in Florida; all rights of creditors and all liens upon any property of either of the parties hereto shall be preserved unimpaired, limited in lien to the property affected by such lien at the effective time of the merger; all debts, liabilities, and duties of the respective parties hereto shall thenceforth attach to Florida and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by it; and Florida shall indemnify and hold harmless the officers and directors of each of

the parties hereto against all such debts, liabilities and duties and against all claims and demands arising out of the merger.

11. SERVICE OF PROCESS ON USA. Florida agrees that it may be served with process in the State of Maryland in any proceeding for enforcement of any obligation of USA as well as for the enforcement of any obligation of Florida arising from the merger, including any suit or other proceeding to enforce the right of any shareholder as determined in appraisal proceedings pursuant to the provisions of the Maryland General Corporation Law.


12. TERMINATION. This Plan and Agreement of Merger may be terminated and abandoned by action of the Board of Directors of USA or Florida or its respective sole stockholder at any time prior to the Effective Date.

13. PLAN OF REORGANIZATION. This Plan and Agreement of Merger constitutes a Plan of Reorganization to be carried out in the manner, on the terms and subject to the conditions herein set forth.

14. COUNTERPARTS. This Plan and Agreement of Merger may be executed in any number of counterparts (including a facsimile), each of which shall be deemed an original but all of which together shall constitute one and the same document.

IN WITNESS WHEREOF each of the corporate parties hereto, pursuant to authority duly granted by the Board of Directors, has caused this Plan and Agreement of Merger to be executed by the following officers.

ATTEST


Wouter A. J. Scheffer, Secretary

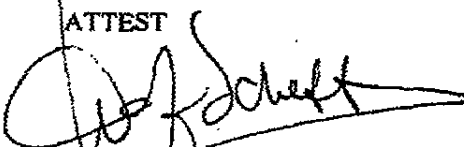
FLORIDA

TRIPLE E PROTECTIVE COATINGS USA, INC.
a Florida corporation

By:


Paul F. K. Rubingh, President

ATTEST


Wouter A. J. Scheffer, Secretary

USA

TRIPLE E USA, INC.,
a Maryland corporation

By:


Paul F. K. Rubingh, President