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Division of Corporations

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Florida Department of State
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SECRETARY OF STATE
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MERGER OR SHARE EXCHANGE

HUTCHINGS HOLDINGS, INC.

Certificate of Status	1
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Florida Dept of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 25, 2005

HUTCHINGS HOLDINGS, INC.
6101 N.W. 10TH TERRACE
FT LAUDERDALE, FL 33309

SUBJECT: HUTCHINGS HOLDINGS, INC.
REF: P04000100255

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

You failed to make the correction(s) requested in our previous letter.

The document must contain the date of adoption and method of adoption for the merging corporation.

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) 245-6869.

Teresa Brown
Document Specialist

FAX Aud. #: H05000129819
Letter Number: 205A00037615

EFFECTIVE DATE

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ARTICLES OF MERGER OF
MEHRA TUBE, INC.
AND
HUTCHINGS HOLDINGS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, MEHRA TUBE, INC., a Michigan corporation (the "Disappearing Corporation") and HUTCHINGS HOLDINGS, INC., a Florida corporation (the "Surviving Corporation"), hereby file these Articles of Merger providing as follows:

1. **Plan of Merger.** Attached as Exhibit A is a copy of the plan of merger (the "Plan of Merger"), dated effective as of June 1, 2005 between the Surviving Corporation and the Disappearing Corporation, setting forth the Plan of Merger whereby the Disappearing Corporation will merge with and into the Surviving Corporation.
2. **Effective Time.** The merger of the Disappearing Corporation with and into the Surviving Corporation in accordance with the Plan of Merger is to become effective prospectively at 12:01 a.m., E.D.T., on June 1, 2005.
3. **Adoption of Plan of Merger.** The Plan of Merger was approved and adopted by all of the directors of the Surviving Corporation by written consent on May 20, 2005. Shareholder approval was not required.
4. **Articles and Bylaws.** The Articles of Incorporation of the Surviving Corporation as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act ("FBCA"). The Bylaws of the Surviving Corporation as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the FBCA.

IN WITNESS WHEREOF, these Articles of Merger have been duly executed.

SURVIVING CORPORATION:

HUTCHINGS HOLDINGS, INC., a Florida corporation

By: James L. Hutchings
James L. Hutchings, President

DISAPPEARING CORPORATION:

MEHRA TUBE, INC., a Michigan corporation

By: James L. Hutchings
James L. Hutchings, President

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EXHIBIT A

PLAN OF MERGER

PLAN OF MERGER

THIS PLAN OF MERGER (the Agreement") dated effective as of May ²⁰, 2005 is by and between **MEHRA TUBE, INC.**, a Michigan corporation (the "Subsidiary Corporation") and **HUTCHINGS HOLDINGS, INC.**, a Florida corporation (the "Surviving Corporation").

BACKGROUND

WHEREAS, the Surviving Corporation owns all of the issued and outstanding shares of common stock of the Subsidiary Corporation.

WHEREAS, the Board of Directors of Surviving Corporation have determined that the transactions described herein are in the best interests of the parties and have approved the transactions described herein.

NOW, THEREFORE, in consideration of the premises and the mutual representations, warranties and covenants herein contained, the parties agree as follows:

PLAN OF MERGER

1. Upon the terms and subject to the conditions set forth in this Agreement, and in accordance with the Florida Business Corporation Act (the "FBCA"), at the Effective Time (as defined below), the Subsidiary Corporation shall be merged with and into the Surviving Corporation. As a result of the Merger, the separate existence of the Subsidiary Corporation shall thereupon cease and the Surviving Corporation shall continue as the surviving corporation of the Merger.

2. The Merger shall become effective prospectively at 12:01 a.m., E.D.T., on the 1st day of June, 2005 (the "Effective Time").

3. The articles of incorporation of the Surviving Corporation as in effect at the Effective Time shall be the articles of incorporation of the Surviving Corporation after the Effective Time.

4. The bylaws of the Surviving Corporation as in effect at the Effective Time shall be the bylaws of the Surviving Corporation after the Effective Time.

5. At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, the shares of the Subsidiary Corporation shall not be converted into shares of the Surviving Corporation, its parent corporation, but shall be cancelled.

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IN WITNESS WHEREOF the parties hereto have duly executed this Plan of Merger as of the day and year first above written.

SURVIVING CORPORATION:

HUTCHINGS HOLDINGS, INC., a Florida corporation

By: James L. Hutchings
James L. Hutchings, President

SUBSIDIARY CORPORATION:

MEHRA TUBE, INC., a Michigan corporation

By: James L. Hutchings
James L. Hutchings, President