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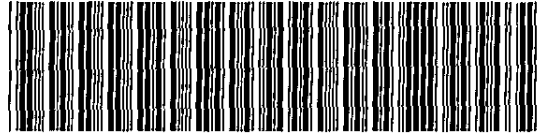
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FILED  
05 APR 18 PM 12:01  
SECRETARY OF STATE  
TALLAHASSEE, FL 32399

*Merge*

C. Coulliette APR 18 2005



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 317188 4305628

AUTHORIZATION :

*Patricia Pajito*

COST LIMIT : \$ 70.00

ORDER DATE : April 15, 2005

ORDER TIME : 9:30 AM

ORDER NO. : 317188-010

CUSTOMER NO: 4305628

CUSTOMER: Christine F. Pillo  
Schnader Harrison Segal &  
Suite 3600  
1600 Market Street  
Philadelphia, PA 19103-7286

ARTICLES OF MERGER

B & B MANUFACTURED PRODUCTS,  
INC.

INTO

B & B MANUFACTURED PRODUCTS,  
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Amanda Haddan

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF MERGER  
OF  
B & B MANUFACTURED PRODUCTS, INC., a Pennsylvania corporation  
AND  
B & B MANUFACTURED PRODUCTS, INC., a Florida corporation

FILED  
05 APR 18 PM 12:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TO THE SECRETARY OF STATE  
STATE OF FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic corporation herein named do hereby submit the following Articles of Merger.

1. The Plan and Agreement of Merger, annexed hereto and made a part hereof, is the Plan of Merger for merging B & B Manufactured Products, Inc., a Pennsylvania corporation with and into B & B Manufactured Products, Inc., a Florida corporation.

2. The merger of B & B Manufactured Products, Inc., a Pennsylvania corporation with and into B & B Manufactured Products, Inc., a Florida corporation is permitted by the laws of the jurisdiction of organization of B & B Manufactured Products, Inc., a Pennsylvania corporation and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of B & B Manufactured Products, Inc., a Pennsylvania corporation was March 28, 2005.

3. The shareholders of B & B Manufactured Products, Inc., a Florida corporation entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on March 28, 2005 in accordance with provisions of Section 607.0704 of the Florida Business Corporation Act.

4. The effective time and date of the merger herein provided for in the State of Florida shall be upon filing of the Articles of Merger with the Florida Secretary of State.

B & B MANUFACTURED PRODUCTS, INC., a  
Pennsylvania corporation

By: Brian Bird  
Brian Bird, President

B & B MANUFACTURED PRODUCTS, INC., a  
Pennsylvania corporation

By: Brian Bird  
Brian Bird, President

EXHIBIT "A"

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER, made this 28<sup>th</sup> day of March, by and between B & B MANUFACTURED PRODUCTS, INC., a Florida corporation (hereinafter referred to as "B&B") and B & B MANUFACTURED PRODUCTS, INC., a Pennsylvania corporation (hereinafter referred to as "B&B PA"), the said corporations being hereinafter sometimes each referred to as a "Corporation" or collectively referred to as the "Corporations".

WITNESSETH:

WHEREAS, B&B is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on March 9, 2005, and having authorized capital stock consisting of 10,000 shares of Common Stock, without par value, of which 2,000 shares are issued and outstanding; and

WHEREAS, B&B PA is a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania, having been incorporated on October 27, 1998, and having an authorized capital stock consisting of 10,000 shares of Common Stock, with no par value, of which 2,000 shares are issued and outstanding; and

WHEREAS, the Board of Directors and Shareholders of each of the Corporations have this day determined it to be in the best interests of the Corporations that they be merged.

NOW, THEREFORE, the parties hereto, in consideration of the mutual covenants and conditions herein contained, and for other good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, do hereby agree as follows:

1. Merger. B&B PA shall be merged into B&B on the effective date hereinafter set forth, in accordance with the applicable laws of the State of Florida, and on the terms and

conditions set forth in this Plan and Agreement of Merger. From and after such effective date, B&B shall be the surviving corporation (the "Surviving Corporation") and shall continue to do business as a corporation organized and existing under the laws of the State of Florida, unaffected and unimpaired by the merger, with all rights, privileges, immunities and powers, and subject to all the duties and liabilities of a corporation organized and existing under the laws of the State of Florida.

2. Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of B&B, upon the effective date of the merger, shall be the Articles of Incorporation of the Surviving Corporation.

3. By-Laws of Surviving Corporation. The By-Laws of B&B in force on the effective date of the merger shall be the By-Laws of the Surviving Corporation until altered, amended or repealed.

4. Directors and Officers.

(a) The Directors of B&B shall be the Directors of the Surviving Corporation.

(b) The officers of B&B shall be the officers of the Surviving Corporation.

5. Shares of Constituent Corporations. Each share of capital stock of B&B PA outstanding on the effective date of the merger shall thereupon, without further action, be cancelled.

6. Effect of Merger. Upon this merger becoming effective:

(a) The separate corporate existence of B&B PA shall terminate and B&B shall become the owner, without other transfer or further act or deed, of all of the rights, privileges, powers, property, franchises, estates and interests of every kind of B&B PA, as effectually as the property

of the Surviving Corporation as they were and shall be subject to all debts and liabilities of B&B had itself incurred them; and B&B shall be subject to all of the restrictions, disabilities and duties of all of the Corporations, which shall not revert or be in any way impaired by reason of this merger; and rights of creditors and liens upon any property of any of the Corporations shall be preserved unimpaired.

(b) The assets and liabilities of B&B PA shall be taken up on the books of B&B in the respective amounts at which they shall at that time be carried on the books of B&B PA.

7. Effective Date of Merger. This Plan and Agreement of Merger shall be effective upon the filing of the requisite form of Certificate of Merger with the Secretaries of State of the State of Florida and the Commonwealth of Pennsylvania.

IN WITNESS WHEREOF, each Corporation has caused this Plan and Agreement of Merger to be executed by its respective duly authorized officers as of the day and year first above written.

B&B MANUFACTURED PRODUCTS, INC., a  
Florida corporation

By: Brian Bird  
Brian Bird, President

B&B MANUFACTURED PRODUCTS, INC., a  
Pennsylvania corporation

By: Brian Bird  
Brian Bird, President