

P 4220

FILING COVER SHEET

REFERENCE: 0262. 4638

DATE: 11-25-98

CONTACT: CINDY HICKS

FROM: CORPORATE & CRIMINAL RESEARCH SERVICES
103 N. MERIDIAN STREET
TALLAHASSEE, FL 32301

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SUBJECT: Weldco, Inc. into Tr. GAS Inc.

FILED
 98 NOV 25 PM 1:11
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

EFFECTIVE DATE
 11-30-98

RECEIVED
 98 NOV 25 AM 10:04
 PLEASE FILE
 DEPT. OF STATE
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STATE FEES PREPAID WITH CHECK # 3694 FOR \$ 78.75

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 *****78.75 *****78.75

- () ARTICLES OF INC. () AMENDMENT () DISSOLUTION
- () ANNUAL REPORT (X) MERGER () WITHDRAWAL
- () QUALIFICATION () LIMITED PARTNERSHIP () ANNUAL REPORT
- () FICTITIOUS NAME () LIMITED LIABILITY () REINSTATEMENT
- () TRADEMARK/SERVICE () UCC-1 () UCC-3

PROVIDE US WITH:

- (X) CERTIFIED COPY () CERTIFICATE OF STATUS STAMPED COPY

Examiner's Initials

[Handwritten Signature]
 11/25

ARTICLES OF MERGER
Merger Sheet

MERGING:

WELDCO, INC., a Florida corporation, document number 515652

INTO

TRI-GAS INC., a Delaware corporation, P14220

File date: November 25, 1998, effective November 30, 1998

Corporate Specialist: Karen Gibson

PLAN AND ARTICLES OF MERGER
OF
WELDCO, INC. WITH AND INTO TRI-GAS INC.

FILED
98 NOV 25 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN AND ARTICLES OF MERGER dated as of November 20, 1998 (this "Plan of Merger"), by and between TRI-GAS INC., a Delaware corporation ("TRI-GAS" or the "Surviving Corporation"), and WELDCO, INC., a Florida corporation ("Subsidiary") (such two corporations together being herein sometimes called the "Constituent Corporations")

Preliminary Statement

EFFECTIVE DATE
11-30-98

(A) TRI-GAS and Subsidiary are corporations duly organized and existing under the laws of the States of Delaware and Florida, respectively.

(B) TRI-GAS has authorized capital of 454,509 shares, consisting of 130,035 shares of common stock, par value \$0.01 per share ("TRI-GAS Common Stock"), of which 104,630 shares are issued and outstanding; and 324,474 shares of preferred stock, par value \$0.01 per share ("TRI-GAS Preferred Stock"), of which 324,474 shares are issued and outstanding.

(C) Subsidiary has an authorized capital consisting of 5000 shares of common stock, par value \$1.00 per share ("Subsidiary Common Stock"), of which 1,912.22 shares are issued and outstanding and owned of record and beneficially by TRI-GAS.

(D) The respective Boards of Directors of TRI-GAS and Subsidiary and the shareholders of Subsidiary have determined that it is advisable that Subsidiary be merged into TRI-GAS on the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, it is agreed as follows:

ARTICLE I. MERGER

1.1 Upon the Effective Date (as hereafter defined) of the merger, in accordance with the applicable laws of the States of Delaware and Florida, Subsidiary shall be merged with and into TRI-GAS, to exist and be governed by the laws of the State of Delaware.

1.2 The merger shall become effective at the close of business on November 30, 1998 (the "Effective Date") after all of the following actions have been taken: (a) This Plan of Merger shall have been authorized, adopted and approved by the Board of Directors of each Constituent Corporation and by the shareholders of the Subsidiary in accordance with the laws of the States of Delaware and Florida; (b) Articles of Merger shall have been delivered to the Florida Department of State for filing, and a copy shall have been filed in the office of the recording officer of each county in Florida in which real property of the Subsidiary is situated, all in accordance with Florida law; and (c) a Certificate of Ownership and Merger shall have been filed with the Delaware Secretary of State in accordance with Delaware law.

1.3 On the Effective Date, Subsidiary shall be merged into TRI-GAS, the separate existence of Subsidiary shall cease and TRI-GAS shall continue in existence, and such merger shall in all respects have the effect provided for in Section 259 of the General Corporation Law of the State of Delaware.

1.4 Upon the Effective Date:

(a) Each holder of shares of TRI-GAS Common Stock which are outstanding immediately prior to the Effective Date of the merger will continue to hold after the Effective Date the same number of shares of TRI-GAS Common Stock; and each holder of shares of TRI-GAS Preferred Stock before the Effective Date will continue to hold after the Effective Date the same number of shares of TRI-GAS Preferred Stock; in each case, with identical designations, preferences, limitations and relative rights.

(b) Each share of Subsidiary Common Stock issued and outstanding or held as treasury shares immediately prior to the Effective Date of the merger shall be canceled, and no shares of TRI-GAS Common Stock or TRI-GAS Preferred Stock shall be issued for such Subsidiary Common Stock.

1.5 Prior to and from and after the Effective Date, the Constituent Corporations shall take all such action as shall be necessary or appropriate in order to effectuate the merger. In case at any time after the Effective Date the Surviving Corporation shall consider or be advised that any further assignments, conveyances or assurances in law are necessary or desirable to carry out the provisions hereof, the proper officers and directors of the Constituent Corporations shall execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary or proper to carry out the provisions hereof.

ARTICLE II. SURVIVING CORPORATION

2.1 The name of the surviving corporation (herein sometimes referred to as the Surviving Corporation" whenever reference is made to it as of the Effective Date or thereafter) shall continue to be "TRI-GAS INC" on and after the Effective Date.

2.2 From and after the Effective Date and until thereafter amended as provided by law, the Certificate of Incorporation and Bylaws of TRI-GAS as in effect immediately prior to the Effective Date shall be the Certificate of Incorporation and Bylaws of the Surviving Corporation.

2.3 The persons who are directors and officers of TRI-GAS immediately before the Effective Date of the merger shall continue after the Effective Date as the directors and officers of the Surviving Corporation and shall hold office as provided in the Certificate of Incorporation and Bylaws of the Surviving Corporation.

2.4 The address of the Surviving Corporation's principal office under the laws of the State of Delaware, the state of its incorporation, is:

161 Corporate Center

6225 North State Hwy. 161, Suite 200
Irving, Texas 75038

2.5 The Surviving Corporation is deemed to have appointed the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of Subsidiary.

2.6 The Surviving corporation has agreed to promptly pay to any dissenting shareholders of Subsidiary the amount, if any, to which they are entitled under Section 607.1302 of the Florida Business Corporation Act.

ARTICLE III. REQUISITE APPROVALS

3.1 The Board of Directors of TRI-GAS has approved this Plan of Merger in accordance with the applicable provisions of Delaware law by unanimous written consent dated November 16, 1998. Approval of the stockholders of TRI-GAS is not required pursuant to Section 253 of the Delaware General Corporation Law.

3.2 The Board of Directors of the Subsidiary has approved this Plan of Merger by unanimous written consent dated November 16, 1998 and has submitted and recommended this Plan of Merger for approval by TRI-GAS INC., as the sole shareholder of the Subsidiary, in accordance with the applicable provisions of Florida law, and such sole shareholder, by written consent dated November 20, 1998, approved this Plan of Merger.

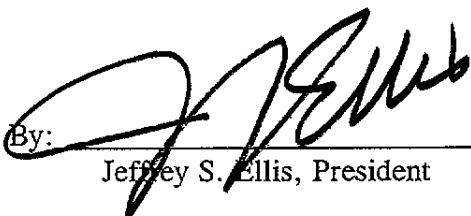
ARTICLE IV. GENERAL PROVISIONS

4.1 This Plan of Merger and the merger provided for hereunder may be terminated or amended in the manner provided and in compliance with the applicable provisions of Delaware and Florida law.


4.2 This Plan of Merger may be executed in counterparts, each of which when so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, TRI-GAS INC. and WELDCO, INC. have executed this Plan of Merger.

TRI-GAS INC.

By: 
Jeffrey S. Ellis, President

WELDCO, INC.

By: 
Mike Rohde, President