

CT CORPORATION SYSTEM

P14798

FILED
01 MAR 30 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

(1) ~~_____~~

0

(2) Ameriduct Worldwide, Inc. Merging into The Lamson & Sessions Co.

700003932747--6

04/02/01-01021-003

*****87.50 *****87.50

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input checked="" type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

RECEIVED
01 MAR 30 PM 4:28
DIVISION OF CORPORATION

(2) Cert Re Merger

Name 3/30/01

Order#: 3938933

Availability _____

Document

Examiner _____

Ref#: _____

Updater _____

Verifier _____

W.P. Verifier _____

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

COULLETTE APR 02 2001

FILE 2nd



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 2, 2001

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: THE LAMSON & SESSIONS CO.
Ref. Number: P14798

We have received your document for THE LAMSON & SESSIONS CO. and check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

We need to have original signatures in order to file your documents with this office.

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) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 801A00019425

ARTICLES OF MERGER
Merger Sheet

MERGING:

AMERIDUCT WORLDWIDE, INC., a Florida corporation, P98000063869

INTO

THE LAMSON & SESSIONS CO., an Ohio entity, P14798

File date: March 30, 2001

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
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The Lamson & Sessions Co. Ohio

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
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Ameriduct Worldwide, Inc. Florida

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on 3-29-01 and shareholder approval was not required.


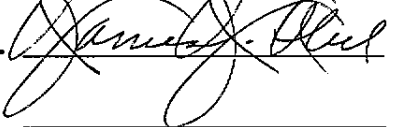
Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 3-29-01 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: **SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
<u>Ameriduct Worldwide, Inc.</u>		<u>James J. Abel, Vice President, Secretary & Treasurer</u>
<u>The Lamson & Sessions Co.</u>		<u>James J. Abel, Executive Vice President, Secretary, Treasurer & Chief Financial Officer</u>
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(See attached Agreement and Plan of Merger)

PLAN OF MERGER
(Non Subsidiaries)

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "*Agreement*") is being entered into this 20th day of March, 2001, by and between The Lamson & Sessions Co. ("*Lamson*"), an Ohio corporation, and Ameriduct Worldwide, Inc. ("*Ameriduct Worldwide*"), a Florida corporation and a wholly owned subsidiary of Lamson.

RECITALS

WHEREAS the laws of the State of Ohio and the laws of the State of Florida permit this Merger (defined below); and

WHEREAS each of Lamson and Ameriduct Worldwide have agreed to merge pursuant to the terms, provisions and conditions set forth in this Agreement; and

WHEREAS the Board of Directors of each corporation party to this Agreement have determined that it is advisable that Ameriduct Worldwide be merged with and into Lamson on the terms and conditions provided herein, have recommended to the shareholders that this Merger occur, and have, by resolution, duly adopted and approved this Agreement.

The parties hereto agree as follows:

ARTICLE I

THE MERGER

1.1 Merger; Surviving Corporation. At the Effective Time (defined below), Ameriduct Worldwide is to be merged with and into Lamson (the "*Merger*") in accordance with the Florida Business Corporation Act as amended (the "*FBCA*") and the Ohio Revised Code as amended (the "*ORC*"), whereupon the separate existence of Ameriduct Worldwide will cease, and Lamson will be the surviving corporation (the "*Surviving Corporation*") and will continue to exist under and be governed by the ORC.

1.2 Certificate of Merger: Articles of Merger. Lamson and Ameriduct Worldwide will file a certificate of merger with the Ohio Secretary of State and articles of merger with the Florida Department of State, and make all other filings or recordings required by the ORC and the FBCA in connection with the Merger.

1.3 Effective Time. The Merger will become effective (the "*Effective Time*") at the close of business on March 30, 2001 immediately after the consummation of the merger contemplated by that certain Agreement and Plan of Merger, dated as of March 29th, 2001, by and among Ameriduct Worldwide, Ameriduct, Incorporated, Ameriduct of Georgia, Inc. and Gulf Island Pipe, Inc.

ARTICLE II

THE SURVIVING CORPORATION

2.1 Articles of Incorporation. At the Effective Time and without any further action on the part of Lamson or Ameriduct Worldwide, the Articles of Incorporation of Lamson in effect at the Effective Time will be the Articles of Incorporation of the Surviving Corporation until amended in accordance with applicable law.

2.2 Code of Regulations. At the Effective Time and without any further action on the part of Lamson or Ameriduct Worldwide, the Code of Regulations of Lamson in effect at the Effective Time will be the Code of Regulations of the Surviving Corporation until amended in accordance with applicable law.

2.3 Directors and Officers. From and after the Effective Time, until successors are duly elected or appointed and qualified in accordance with the Surviving Corporation's Articles of Incorporation and Code of Regulations and applicable law, (i) the directors of Lamson at the Effective Time will be the directors of the Surviving Corporation, and (ii) the officers of Lamson at the Effective Time will be the officers of the Surviving Corporation.

2.4 Statutory Agent. The designated statutory agent for service of process for Lamson at the Effective Time will be the statutory agent for service of process for the Surviving Corporation.

ARTICLE III

CAPITALIZATION

3.1 Capitalization of Ameriduct Worldwide. The entire authorized capital stock of Ameriduct Worldwide consists of 93.1 shares of common stock, of which 93.1 shares are issued and outstanding. All issued and outstanding shares are owned by Lamson.

ARTICLE IV

EFFECT OF THE MERGER

4.1 Effect of Merger. At the Effective Time, the effect of the Merger will be as provided by this Agreement and by the applicable provisions of the laws of the State of Ohio and the State of Florida.

4.2 Further Action by Ameriduct Worldwide. If, after the Effective Time, the Surviving Corporation considers it advisable that any further conveyances, agreements, documents, instruments, assurances or any other actions are necessary or desirable to vest, perfect, confirm or record in the Surviving Corporation the title to any property, rights, interest, privileges, powers or franchises of Ameriduct Worldwide or otherwise to carry out the provisions of this Agreement, the directors and officers of Ameriduct Worldwide last in office shall execute and deliver, upon the Surviving Corporation's request, any and all proper conveyances, agreements, documents, instruments or assurances, and shall do and perform all other acts necessary or proper. If a sufficient number of the directors or officers of Ameriduct Worldwide last in office are not able or available to execute such documentation or perform such acts, the

directors and officers of the Surviving Corporation will be authorized to act on behalf of Ameriduct Worldwide.

4.3 Capital Stock of Lamson. At the Effective Time, each share of capital stock of Lamson that is issued and outstanding immediately prior to the Effective Time will remain unchanged and will continue to be one share of such capital stock..

4.4 Capital Stock of Ameriduct Worldwide. At the Effective Time, each share of capital stock of Ameriduct Worldwide that is issued and outstanding immediately prior to the Effective Time will be canceled.

4.5 Florida's Dissenters' Rights Statute. Shareholders who, except for the applicability of Section 607.1104 of the FBCA, would be entitled to vote and who dissent from the merger pursuant to Section 607.1320 of the FBCA, may be entitled, if they comply with the provisions of this act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

ARTICLE V

MISCELLANEOUS

5.1 Abandonment or Amendment. At any time prior to the Effective Time, the Board of Directors of either Ameriduct Worldwide or Lamson may abandon the proposed Merger or may amend this Agreement to the extent permitted by law.

5.2 Counterparts; Signatures. This Agreement may be executed in one or more counterparts each of which will be deemed an original, but all of which together will constitute one and the same instrument. A photocopy or facsimile of any signature necessary to authorize, adopt, or execute this Agreement or any other document necessary to effect the Merger will be treated for all purposes as an original signature.

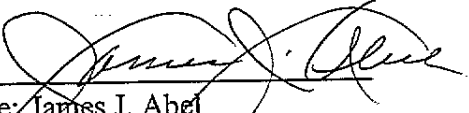
5.3 Headings. The headings of articles and sections herein are for convenience of reference only, are not a part of this Agreement, and are not to be deemed to limit or affect any of the provisions hereof.

5.4 Complete Agreement. This Agreement contains the complete agreement among the parties with respect to the Merger and supersedes all prior agreements and understandings with respect to the Merger.

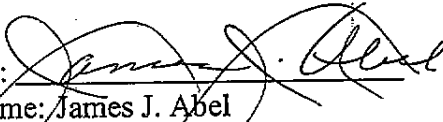
5.5 Third Parties. Nothing herein expressed or implied is intended or is to be construed to confer upon or give to any person, other than the parties to this Agreement or their respective successors and assigns any rights, remedies, obligations or liabilities under or by reason of this Agreement.

IN WITNESS WHEREOF, Lamson and Ameriduct Worldwide have caused this Agreement to be executed by their respective officers duly authorized on the day and year first above written.

THE LAMSON & SESSIONS CO., an Ohio corporation

By: 
Name: James J. Abel
Title: Executive Vice President, Secretary, Treasurer and Chief Financial Officer

AMERIDUCT WORLDWIDE, INC., a Florida corporation

By: 
Name: James J. Abel
Title: Vice President, Secretary and Treasurer