

To: FL Dept of State  
Subject: 000399.114861

From: Kim Weidenbach

Tuesday, November 24, 2009 8:34 AM Page: 1 of 5

Division of Corporations

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Florida Department of State  
Division of Corporations  
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To:  
Division of Corporations  
Fax Number : (850) 617-6380

000399.114861

From:  
Account Name : CORPDIRECT AGENTS, INC.  
Account Number : 110450000714  
Phone : (850) 222-1173  
Fax Number : (850) 224-1640

12-31-09

\*Please note effective date of 12/31/09\*

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

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**MERGER OR SHARE EXCHANGE**  
**THE TORRINGTON BRUSH WORKS, INCORPORATED**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

Merger

RECEIVED  
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09 NOV 24 AM 11:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF MERGER  
OF  
TORRINGTON BRUSH OF FLORIDA, INC., A FLORIDA CORPORATION  
INTO  
THE TORRINGTON BRUSH WORKS, INCORPORATED,  
A CONNECTICUT CORPORATION**

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes and the Connecticut Business Corporation Act, pursuant to section 33-819, Connecticut Statutes.

1. The name and jurisdiction of the surviving corporation is as follows:  
The Torrington Brush Works, Incorporated, a Connecticut corporation
2. The name and jurisdiction of the merging corporation is as follows:  
Torrington Brush of Florida, Inc., a Florida corporation
3. The Plan of Merger is attached.
4. The merger shall become effective on December 31, 2009.
5. The Plan of Merger was adopted by the shareholders of the surviving corporation on November 2, 2009.
6. The Plan of Merger and the performance of its terms were duly authorized by all action required by the law of the State of Florida, and by its certificate of incorporation. The Plan of Merger was adopted by the shareholders of the merging corporation on November 2, 2009.
7. The Torrington Brush Works, Incorporated, a Connecticut corporation, as the surviving corporation of the merger:
  - a. appoints the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of Torrington Brush of Florida, Inc., a Florida corporation, the merging corporation, and
  - b. agrees that it will promptly pay to the dissenting shareholders of Torrington Brush of Florida, Inc., a Florida corporation, the amount, if any, to which they are entitled under Section 607.1302, Florida Statutes.

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To: FL Dept of State  
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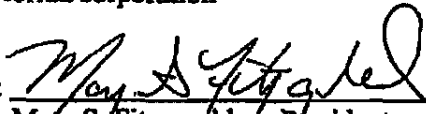
From: Kim Weidenbach

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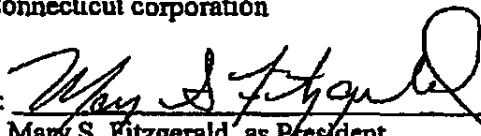
Torrington Brush of Florida, Inc.,  
a Florida corporation

Dated: 11-13-09

By:   
Mary S. Fitzgerald, as President

The Torrington Brush Works, Incorporated,  
a Connecticut corporation

Dated: 11-13-09

By:   
Mary S. Fitzgerald, as President

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PLAN OF MERGER  
OF  
TORRINGTON BRUSH OF FLORIDA, INC., A FLORIDA CORPORATION  
INTO  
THE TORRINGTON BRUSH WORKS, INCORPORATED,  
A CONNECTICUT CORPORATION

This Plan of Merger is made and entered by and between Torrington Brush of Florida, Inc., a Florida corporation (the "absorbed corporation") into The Torrington Brush Works, Incorporated, a Connecticut corporation, (the "surviving corporation").

1. Merger. Torrington Brush of Florida, Inc., a Florida corporation, shall merge with and into The Torrington Brush Works, Incorporated, a Connecticut corporation, which shall be the surviving corporation, and which shall retain the name "The Torrington Brush Works, Incorporated."

2. Terms and Conditions. Torrington Brush of Florida, Inc., a Florida corporation, shall be merged with The Torrington Brush Works, Incorporated, a Connecticut corporation, being the surviving entity. Thereafter, all assets and liabilities of Torrington Brush of Florida, Inc. shall belong to and be the responsibility of The Torrington Brush Works, Incorporated. Subsequent to this merger, all tax reporting requirements and filings shall utilize the EIN Number issued to The Torrington Brush Works, Incorporated, a Connecticut corporation.

4. Conversion of Shares. The manner and basis of converting the shares of absorbed corporation into shares of the surviving corporation are as follows:

Every share of the no par value common stock of Torrington Brush of Florida, Inc., a Florida corporation shall be converted into one share of the \$50.00 par value common stock of The Torrington Brush Works, Incorporated, a Connecticut corporation, which shares of common stock of the surviving corporation shall thereupon be issued and outstanding.

5. Approval by Shareholders. This Plan of Merger shall be submitted for the approval of the shareholders of the corporations in the manner provided by the applicable laws of the State of Connecticut and the State of Florida.

6. Effective Date of Merger. The effective date of the merger shall be the later of: (i) December 31, 2009, or (ii) the date when articles of merger have been filed by both the Connecticut Department of State and the Florida Department of State.

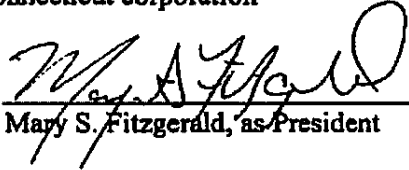
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Each of the parties to this Plan of Merger has caused this Plan of Merger to be executed by its duly authorized officer.

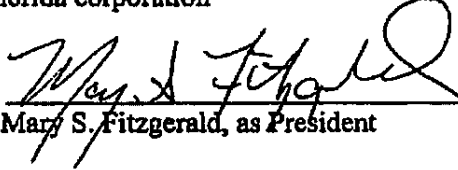
The Torrington Brush Works, Incorporated,  
a Connecticut corporation

Dated: 11-13-09

By:   
Mary S. Fitzgerald, as President

Torrington Brush of Florida, Inc.,  
a Florida corporation

Dated: 11-13-09

By:   
Mary S. Fitzgerald, as President

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