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C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092

City State Zip Phone

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CORPORATION(S) NAME

Polk Equipment Company, Inc.
Merging into: Svedala Industries, Inc.

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THANKS.

LAURA EARNEST

EFFECTIVE DATE
09-01-00

ARTICLES OF MERGER
Merger Sheet

MERGING:

POLK EQUIPMENT COMPANY INC, a Florida corporation, 203571

into

SVEDALA INDUSTRIES, INC., a Delaware entity P18029

File date: August 30, 2000 , effective September 1, 2000

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER
(Profit Corporations)

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:

Name	**Jurisdiction**
Svedala Industries, Inc.	*Delaware*

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TALLAHASSEE, FLORIDA

Second: The name and jurisdiction of the **merging** corporation is:

Name	**Jurisdiction**
Polk Equipment Company, Inc.	*Florida*

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on September 1, 2000.

Fifth: The Plan of Merger was adopted by the board of directors of the **surviving** corporation on July 24, 2000 and shareholder approval was not required.

Sixth: The Plan of Merger was adopted by the board of directors of the **merging** corporation on July 24, 2000 and shareholder approval was not required.

Seventh: **SIGNATURES FOR EACH CORPORATION**

Name of Corporation	Signature	Typed or Printed Name of Individual & Title
Svedala Industries, Inc.	Roger A Karlin	Roger A. Karlin Vice President
Polk Equipment Company, Inc.	R S Morrison	R.S. Morrison President

EFFECTIVE DATE
09-01-00

AGREEMENT AND PLAN OF MERGER

The following Plan of Merger is submitted in compliance with Section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation, and with the General Corporation Laws of the State of Delaware, between **POLK EQUIPMENT COMPANY, INC.** a Florida corporation and **SVEDALA INDUSTRIES, INC.**, a Delaware corporation.

WITNESSETH that:

WHEREAS, the name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation is:

Name	**Jurisdiction**
Svedala Industries, Inc.	Delaware

WHEREAS, the name and jurisdiction of the subsidiary Corporation is:

Name	**Jurisdiction**
Polk Equipment Company, Inc.	Florida

WHEREAS, both the constituent corporations desire to merge into a single corporation as hereinafter specified; and

NOW, THEREFORE, the corporations, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: Svedala Industries, Inc. hereby merges into itself Polk Equipment Company, Inc. and said Polk Equipment Company, Inc. shall be and hereby is merged into Svedala Industries, Inc. which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of Svedala Industries, Inc., which is the surviving corporation, as heretofore amended and as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation, of the corporation surviving this merger.

THIRD: Svedala Industries, Inc., which is the surviving corporation, currently owns all the capital stock of Polk Equipment Company, Inc.

FOURTH: The terms and conditions of the merger are as follows:

(a) The By-Laws of the surviving corporation as they shall exist on the effective date of this Agreement shall be and remain the by-laws of the surviving corporation until the same shall be altered, amended and repealed as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective on September 1, 2000 at 12:01 a.m.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver, or cause to be executed and delivered, all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the purposes hereof and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Board of Directors have caused these presents to be executed by the President and Vice President of each party hereto as the respective act, deed and agreement of said corporations.

POLK EQUIPMENT COMPANY, INC.

By: R S Morrison
R.S. Morrison, President

SVEDALA INDUSTRIES, INC.

By: Roger A Karlin
Roger A. Karlin, Vice President