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CORPORATION SERVICE CO.

NO. 294 P. 1

Florida Department of State  
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EFFECTIVE DATE  
2/29/04

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### MERGER OR SHARE EXCHANGE

HUFCOR/ORLANDO, INC.

Certificate of Status	0
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Estimated Charge	\$70.00

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Merger

JPM 2/31/04

FEB. 27. 2004 4:17PM

CORPORATION SVC CO

NO. 294 P. 2

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EFFECTIVE DATE  
2-29-04

### ARTICLES OF MERGER

The undersigned corporation, acting pursuant to Sections 607.1104, 607.1105 and 607.1107 of the Florida Business Corporation Act, hereby executes the following Articles of Merger:

#### ARTICLE I SURVIVING COMPANY

The name of the surviving company is Hufcor/Orlando, Inc. ("Orlando"), which is incorporated in the State of Wisconsin.

#### ARTICLE II NON-SURVIVING COMPANY

The name of the non-surviving company is Hufcor/Gulfstream, Inc. ("Gulfstream"), which is incorporated in the State of Florida.

#### ARTICLE III PLAN OF MERGER

The Plan of Merger between Orlando and Gulfstream, adopted by the Board of Directors of each party thereto on February 29, 2004 (the "Plan of Merger"), is attached hereto as Exhibit A.

#### ARTICLE IV EFFECTIVE DATE AND TIME

The effective date and time of these Articles of Merger is 11:59 p.m. on February 29, 2004.

#### ARTICLE V APPROVAL OF PLAN OF MERGER

The Plan of Merger was approved by Orlando in accordance with Section 180.1104 of the Wisconsin Business Corporation Law. The Plan of Merger was approved by Gulfstream in accordance with Sections 607.1104 and 607.1107 of the Florida Business Corporation Act. In accordance with the relevant provisions of the Wisconsin Business Corporation Law and the Florida Business Corporation Act, shareholder approval was not required for either party to the merger.

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CORPORATION SVC CO

NO. 294 P. 4

H 0400 0043405-3

**Exhibit A**  
**Plan of Merger**

### PLAN OF MERGER

The following is the Plan of Merger under which Hufcon/Gulfstream, Inc., a Florida corporation, is to be merged into Hufcon/Orlando, Inc., a Wisconsin corporation:

1. Name of Non-Surviving Corporation. The name of the non-surviving corporation is Hufcon/Gulfstream, Inc. ("Gulfstream").

2. Name of Surviving Corporation. The name of the surviving corporation is Hufcon/Orlando, Inc. ("Orlando").

3. Terms and Conditions of Merger. At the Effective Time, as hereinafter defined, Gulfstream will be merged with and into Orlando in accordance with the Wisconsin Business Corporation Law and with the Florida Business Corporation Act (such merger being hereinafter sometimes referred to as the "Merger"), and the separate existence and identity of Gulfstream shall thereupon cease and the existence of Orlando (hereinafter sometimes referred to as the "Surviving Corporation") shall continue unaffected and unimpaired by the Merger. Upon the occurrence of the Merger, the title to all property owned by Gulfstream and Orlando (the "Constituent Corporations") shall be vested in the Surviving Corporation without reversion or impairment and the Surviving Corporation shall have all liabilities of each Constituent Corporation.

If at any time after the Effective Time the Surviving Corporation shall deem it appropriate that any assignments or assurances should be made to vest, perfect or confirm in the Surviving Corporation the title to any property or right of any Constituent Corporation acquired by the Surviving Corporation as a result of the Merger, the officers and directors of the Surviving Corporation, in the name of such Constituent Corporation or otherwise, may take and do any action necessary or desirable to vest, perfect or confirm title to such property and rights in the Surviving Corporation and otherwise to carry out the purposes of the Merger.

4. Conversion and Exchange of Shares. The manner of converting and exchanging the issued and outstanding shares of the Constituent Corporations shall be as follows:

(a) The Merger shall affect no change in any of the issued and outstanding stock or treasury stock of Gulfstream and none of such shares of stock shall be exchanged or converted as a result of the Merger.

(b) Orlando is the sole shareholder of Gulfstream. Since Gulfstream is being merged into Orlando and Orlando already owns all of the issued and outstanding stock of Gulfstream, no shares of stock of Orlando shall be issued for the shares of stock of Gulfstream. All shares of stock of Gulfstream issued and outstanding immediately prior to the Effective Time, and each share of treasury stock of Gulfstream immediately prior to the Effective Time, shall, immediately upon the Effective Time, cease to exist and all certificates representing such shares shall be cancelled.

H 0400 0043405-3

5. Effective Time. The effective time of the Merger shall be at 11:59 p.m. on February 29, 2004 (the "Effective Time").

6. Written Waiver of Notice. Orlando, as the sole shareholder of Gulfstream, has waived the mailing requirement pursuant to the Wisconsin Business Corporation Law and the Florida Business Corporation Act.

7. Articles of Incorporation and By-laws.

(a) The Articles of Incorporation of Orlando, as in effect immediately prior to the Effective Time, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation following the Effective Time until changed or amended.

(b) The By-laws of Orlando, as in effect immediately prior to the Effective Time, shall continue in full force and effect as the By-laws of the Surviving Corporation following the effective time until changed or amended.

8. Directors and Officers. The directors and officers of Orlando immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation, each such director or officer to hold office until the term for which he or she has previously been elected shall expire and his or her successor has been duly elected and qualified, or until such director's or officer's earlier death, resignation or removal.

9. Amendment. This Plan of Merger may not be amended except in a writing signed on behalf of each of Orlando and Gulfstream.

10. Termination. At any time prior to the Effective Time this Plan of Merger may be terminated by the mutual agreement of the Board of Directors of Orlando and Gulfstream. If so terminated, this Plan of Merger shall become wholly void and of no further force and effect.

11. Articles of Merger. One or more officers of Orlando shall cause to be prepared and execute Articles of Merger, as required by the Wisconsin Business Corporation Law and by the Florida Business Corporation Act, and shall cause such Articles of Merger to be filed with the Wisconsin Department of Financial Institutions and with the Florida Department of State. Such officers are further authorized to do any and all other things necessary to effectuate the Merger.

[Signature Page Follows]

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IN WITNESS WHEREOF, the parties hereto, pursuant to the approval and authority duly given by resolutions adopted by each party's respective Board of Directors, have caused this Plan of Merger to be adopted as of the 27<sup>th</sup> day of February, 2004.

HUFCOR/ORLANDO, INC.

By: Kenneth M. Mahalik  
Its: Vice President

HUFCOR/GULFSTREAM, INC.

By: Errol K. Scott  
Its: SECRETARY/TREASURER

IN WITNESS WHEREOF, Hufcor/Orlando, Inc. has caused these Articles of Merger to be executed by its duly authorized officer on behalf of all parties to the merger this 27<sup>th</sup> day of February, 2004.

HUFCOR/ORLANDO, INC.

By: *Kenneth J. Michaelis*

Its: *Vice President*

This instrument was drafted by and is returnable to:

**Michael E. Dahm**  
**Michael Best & Friedrich LLP**  
**100 East Wisconsin Avenue, Suite 3300**  
**Milwaukee, WI 53202**  
**(414) 271-6560**