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P93000038914

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM /Melanie Strickland

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

700003066777--1

-12/10/99--01059--023

\*\*\*\*\*70.00 \*\*\*\*\*70.00

H.P. Reid, Inc

intro:

Kanthal Holding, Inc.

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> Profit                        | <input type="checkbox"/> Amendment              | <input checked="" type="checkbox"/> Merger  |
| <input type="checkbox"/> NonProfit                     |   |   |
| <input type="checkbox"/> Limited Liability Company     |   |   |
| <input type="checkbox"/> Foreign                       | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input type="checkbox"/> Limited Partnership           | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> Reinstatement                 | <input type="checkbox"/> Fict. Filing           | <input type="checkbox"/> Change of R.A.     |
| <input type="checkbox"/> Limited Liability Partnership | <input type="checkbox"/> Fict. Filing Cancel    | <input type="checkbox"/> UCC-1 UCC-3        |
| <input type="checkbox"/> Certified Copy                | <input type="checkbox"/> Photo Copies           | <input 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                      |   |   |

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Thanks, Melanie

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G. COULLETTE DEC 10 1999

CR2E031 (1-89)

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

H.P. REID CO., INC., a Florida corporation, P93000038914

INTO

**KANTHAL HOLDING, INC.**, a Connecticut corporation not qualified in Florida.

File date: December 10, 1999, effective January 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

KANTHAL HOLDING, INC.

CONNECTICUT

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

Name

Jurisdiction

H.P. REID, INC.

FLORIDA

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on

**EFFECTIVE DATE**

01-01-00

1/ 1 / 2000

(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 12/7/99 and shareholder approval was not required.

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

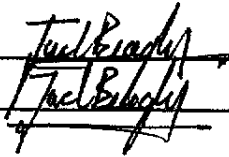

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 12/7/99 and shareholder approval was not required.

(Attach additional sheets if necessary)

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Seventh: **SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
KANTHAL HOLDING, INC.		JACK BEAGLEY, PRESIDENT
H.P. REID, INC.		JACK BEAGLEY, PRESIDENT

**PLAN OF MERGER**  
(Merger of subsidiary corporation(s))

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.

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:

<u>Name</u>	<u>Jurisdiction</u>
KANTHAL HOLDING, INC.	CONNECTICUT

The name and jurisdiction of each **subsidiary** corporation is:

<u>Name</u>	<u>Jurisdiction</u>
H.P. REID, INC.	FLORIDA

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property is as follows:

Immediately prior to the merger, the authorized shares of capital stock of H.P. Reid, Inc. is 5,500 shares of Common Stock of which 3,056 shares were issued and outstanding. At the effective time of the merger, (a) each share of Common Stock of H.P. Reid issued and outstanding immediately prior to the effective time shall, by virtue of the merger and without any action on the part of the holders thereof, be canceled and cease to exist, and no securities or other property shall be paid with respect thereto; and (b) each share of Common Stock of Kanthal Holding, Inc. issued and outstanding immediately prior to the effective time shall be unaffected by the merger and shall remain outstanding as a share of Common Stock of Kanthal Holding, Inc. as the surviving corporation.

*(Attach additional sheets if necessary)*

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation; a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

NOT APPLICABLE

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

NOT APPLICABLE

Other provisions relating to the merger are as follows:

NONE