

P95000071210

SMITH  
SAUER  
DEMARIA  
& JOHNSON  
ATTORNEYS AT LAW

September 12, 1995

G. Thomas Smith  
Board Certified  
Real Estate Attorney

50000015480110  
09/13/95-01053-0017  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Secretary of State  
Corporate Records Division  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

RE: FASTENER TECHNOLOGY, INC.

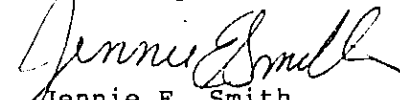
Gentlemen:

Enclosed is the signed original and a copy of the Articles of Incorporation for the above corporation. Also enclosed is a check in the amount of \$70.00 representing the filing fee.

Please file the original of the enclosed Articles of Incorporation and return a date-stamped copy to me as evidence of filing.

If you have any questions, please do not hesitate to contact us.

Sincerely,

  
Jennie E. Smith  
Legal Assistant to  
G. Thomas Smith

Enclosures

9/15/95

ARTICLES OF INCORPORATION  
OF  
FASTENER TECHNOLOGY, INC.

FILED  
SECRETARY OF STATE  
INCORPORATIONS  
95 SEP 13 AM 9:56

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I-NAME

The name of this corporation is FASTENER TECHNOLOGY, INC.

ARTICLE II-DURATION

This corporation shall have a perpetual existence, commencing on the date of filing with the Department of State.

ARTICLE III-PURPOSE

The general purposes for which the corporation is organized are:

(1) To conduct the technical sales and services business, distribution and sale of construction equipment, materials, and supplies, sales of technical machinery, marketing and design business, manufacturing business, and all other services.

(2) To conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended. Provided, however, and notwithstanding the generality of the foregoing, this corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual

fire insurance association, cooperative association, fraternal benefit society, state fair or exposition business.

#### ARTICLE IV-CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of \$1.00 par value common stock.

#### ARTICLE V-INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of this corporation in the State of Florida is 120 E. Blount Street, Pensacola, FL 32503. The name of the initial registered agent for the corporation at that address is LARRY GOFF. The principal office of the corporation shall be 120 E. Blount Street, Pensacola, FL 32503.

#### ARTICLE VI-INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors is one (1). The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
LARRY GOFF	120 E. Blount Street Pensacola, FL 32503

#### ARTICLES VII-INCORPORATORS

The names and street addresses of the incorporators

signing these Articles of Incorporation are:

NAME

STREET ADDRESS

LARRY GOFF

120 E. Blount Street  
Pensacola, FL 32503

ARTICLE VIII-BYLAWS

The power to adopt, alter, amend, or repeal bylaws of this corporation shall be vested in the Board of Directors and the shareholders.

ARTICLE IX-AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 12th day of <sup>September</sup>~~August~~, 1995.  
pre LG

LARRY GOFF

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

Presented Florida driver's license as <sup>pre</sup>LG  
identification.

BEFORE ME, the undersigned authority, personally appeared LARRY GOFF, known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledges that he subscribed the said instrument for the uses and purposes set forth therein.

WITNESS my hand and official seal in the County, and State last aforesaid this 12th day of <sup>September</sup>~~August~~, 1995.  
pre LG

Notary Stamp:



OFFICIAL SEAL  
KAREN R. SHURTZ  
My Commission Expires  
March 30, 1996  
Comm. No. CC 189810

Karen R. Shurtz  
NOTARY PUBLIC

Printed Name: Karen R. Shurtz  
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment of Registered Agent of LARRY GOFF, which is contained in the foregoing Articles of Incorporation. The undersigned is familiar with, and accepts, the obligations provided for in Section 607.325 of the Florida Statutes.

  
\_\_\_\_\_  
LARRY GOFF

RECEIVED  
STATE  
CORPORATIONS  
93-09-13 PM 9:55

P95000071210

SMITH  
SAUER  
DEMARIA  
& JOHNSON  

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ATTORNEYS AT LAW

March 5, 1996

G. Thomas Smith  
Board Certified  
Real Estate Attorney

Secretary of State  
Corporate Records Division  
Department of State  
Post Office Box 6327  
Tallahassee, FL 32314

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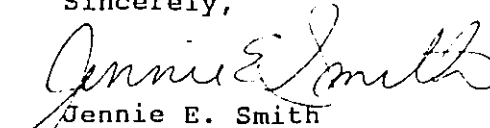
RE: P95000071210

Dear Sir/Madame:

Enclosed please find the original and a copy of the Articles of Merger for the above captioned corporate document number along with a check in the amount of \$70.00 to cover the filing fees. I have also enclosed a copy of the Waivers for the joint meeting of the Shareholders and Directors and the Minutes of that meeting in which the Merger was unanimously approved. Please return a date-stamped copy of the Articles of Merger to me in the self-addressed, postage-paid envelope I have enclosed for your convenience.

If you have any questions or concerns, please do not hesitate to give our office a call at (904) 434-2761.

Sincerely,

  
Jennie E. Smith  
Legal Assistant to  
G. Thomas Smith

/js  
enclosures

5/11 3/12

Meigs

5/11 3/12

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

FASTENER TECHNOLOGY, INC., a Georgia corporation not qualified in Florida

INTO

FASTENER TECHNOLOGY, INC., a Florida corporation, P95000071210.

File date: March 6, 1996

Corporate Specialist: Steven Harris

RECEIVED  
FEB 12 1996  
FBI - TAMPA

ARTICLES OF MERGER

- I. The undersigned corporations, being validly and legally formed, under the laws of the State of Florida, have adopted an Agreement and Plan of Merger.
- II. The name of the surviving corporation is FASTENER TECHNOLOGY, INC, a Florida corporation.
- III. The Agreement and Plan of Merger of the undersigned corporations was adopted pursuant to Sections 607.1101-607.1106 of the Florida Statutes (1995).
- IV. The Agreement and Plan of Merger is as follows:

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT is made this 6th day of February, 1996, by and between FASTENER TECHNOLOGY, INC., a Florida corporation, and FASTENER TECHNOLOGY, INC., a Georgia corporation, collectively referred to as "constituent corporations".

RECITAL

The respective Boards of Directors of the constituent corporations deem it advisable that FASTENER TECHNOLOGY, INC., a Georgia corporation ("the disappearing corporation"), be merged into FASTENER TECHNOLOGY, INC., a Florida corporation ("the surviving corporation") under the laws of the State of Florida in the manner provided therefor pursuant to Section 607;

NOW THEREFORE, in consideration of the mutual agreements herein contained, the constituent corporations have agreed, and do hereby agree, to merge.

1. AGREEMENT TO MERGE. The corporations shall be merged into the surviving corporation.
2. NAME OF MERGED CORPORATION. The name of the surviving corporation shall be FASTENER TECHNOLOGY, INC.
3. PLACE OF OFFICE SURVIVING CORPORATION. The principal office of the surviving corporation is to be located at 120 E. Blount Street, Pensacola, FL 32503.
4. PURPOSES OF SURVIVING CORPORATION. The purpose of



the surviving corporation is (1) To conduct the technical sales and services business, distribution and sale of construction equipment, materials, and supplies, sales of technical machinery, marketing and design business, manufacturing business, and all other services; and (2) to engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporations Act.

5. AUTHORIZED SHARES OF SURVIVING CORPORATION. The present number of shares which the disappearing corporation is authorized to issue is 100,000 shares of \$1.00 par common stock. The present number of shares which the surviving corporation is authorized to issue is 10,000 shares each of \$1.00 par value common stock. The total number of shares of capital stock which are to be issued by the surviving corporation from and after the effective date of this merger is 400 shares of common stock having a par value of \$1.00 per share.

6. FIRST DIRECTORS. The present directors of the surviving corporation shall continue as such until their successors are duly elected or designated after the effective date of the merger.

7. NAME AND RESIDENCE OF AGENT OF CORPORATION. Larry Goff of 120 E. Blount Street, Pensacola, FL 32503, shall be, and is hereby, appointed Resident Agent; the person on whom process, tax notices, and demands against said FASTENER TECHNOLOGY, INC., or either of the constituent corporations, may be served.

8. MODE OF EFFECTING MERGER. The mode of carrying the merger into effect, and the manner and basis of converting the shares of the disappearing corporation into shares of the surviving corporation, shall be as follows:

The shareholders of the disappearing corporation shall surrender their certificates representing 400 shares in the disappearing corporation to the surviving corporation during the period beginning on February 6, 1996, and ending on February 20, 1996. Upon surrender to the surviving corporation of the certificates for outstanding shares of the disappearing corporation, there shall be issued to the shareholders, in substitution therefor, certificates for fully paid and nonassessable common shares of the surviving corporation, in the following numbers:

Shareholders

Shares

Larry Goff

400

9. REPORTING OF ASSETS AT BOOK VALUE IN ACCOUNTS OF SURVIVING CORPORATION: POOLING OF INTEREST. The assets of the disappearing corporation shall be reported in the accounts of the surviving corporation at their book value as of the effective date. The aggregate state capital, capital surplus, and earned surplus of the constituent corporations shall be, respectively, the stated capital, capital surplus, and earned surplus of the surviving corporation.

10. ARTICLES OF INCORPORATION. The Articles of Incorporation of the surviving corporation shall continue to be the Articles of the surviving corporation, until amended as provided by law.

11. BYLAWS. The bylaws of the surviving corporation shall continue to be the Bylaws of the surviving corporation.

12. RIGHT OF CORPORATION TO REPURCHASE ITS SHARES. The surviving corporation, through its Board of Directors, shall have the right and power to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the surviving corporation and the shareholder and shareholders desiring to sell such shares to the corporation.

13. EFFECTIVE DATE OF AGREEMENT. This Agreement shall become effective on the date of filing with the Department of State. The term "effective date", wherever used in this Agreement shall mean the effective date herein described.

14. DIRECTORS' RIGHT TO ABANDON MERGER. The Board of Directors of each of the constituent corporations shall have the power in its discretion to abandon the merger provided for herein prior to the filing of this Agreement.

EXECUTION

IN WITNESS WHEREOF, the constituent corporations have caused their respective corporate names to be signed hereto, by their respective presidents and secretaries, thereunto duly authorized by the respective Board of Directors and shareholders of the constituent corporations.

V. No changes in the Articles of Incorporation of the surviving

corporation have been made.

VI. This Agreement and Plan of Merger was adopted by the Shareholders of FASTENER TECHNOLOGY, INC., a Florida corporation on February 6, 1996.

VII. This Agreement and Plan of Merger was adopted by the Shareholders of FASTENER TECHNOLOGY, INC., a Georgia corporation, on February 6, 1996.

Dated - February 6, 1996.

FASTENER TECHNOLOGY, INC., a Florida corporation

By:

Larry Goff  
LARRY GOFF, President

(SEAL)

Attest:

Larry Goff  
LARRY GOFF, Secretary

FASTENER TECHNOLOGY, INC., a Georgia corporation

By:

Larry Goff  
LARRY GOFF, President

(SEAL)

Attest:

Larry Goff  
LARRY GOFF, Secretary

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

6th The foregoing instrument was acknowledged before me this day of February, 1996, by LARRY GOFF as President and Secretary of FASTENER TECHNOLOGY, INC., a Florida corporation, on behalf of the corporation.

NOTARY STAMP:

G. Thomas Smith  
NOTARY PUBLIC  
Printed Name: G. Thomas Smith

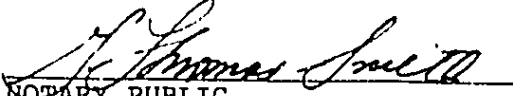


G THOMAS SMITH  
My Commission CC484224  
Expires Jul. 28, 1999  
Bonded by ANB  
400-852-5878

STATE OF FLORIDA  
COUNTY OF ESCAMBEIA

6<sup>th</sup> The foregoing instrument was acknowledged before me this  
day of February, 1996, by LARRY GOFF as President and  
Secretary of FASTENER TECHNOLOGY, INC., a Georgia corporation, on  
behalf of the corporation.

NOTARY STAMP:

  
NOTARY PUBLIC  
Printed Name: G. Thomas Smith



G THOMAS SMITH  
My Commission CC484224  
Expires Jul 20, 1999  
Bonded by ANB  
900-652-5878

WAIVER OF NOTICE OF SPECIAL JOINT MEETING BY SHAREHOLDERS

OF

FASTENER TECHNOLOGY, INC.,  
a Florida Corporation

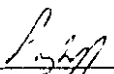
We, the undersigned shareholders, hereby agree and consent that the special joint meeting of shareholders and directors of the corporation be held on the date, time and place stated below and for the purposes stated below and the transaction thereat of all such other business as may lawfully come before the meeting and hereby waive all notice of the meeting and any adjournment thereof.

We, the undersigned shareholders, represent by signing this waiver that we have been provided a copy of and read the Agreement and Plan of Merger.

Each shareholder further represents by signing this waiver that he or she has been advised prior to the date of this waiver that if the plan of merger is adopted, shareholders dissenting therefrom are entitled to be paid the fair market value of their shares, if they file a written objection to such plan before the vote of the shareholders is taken and comply with the provisions of Chapter 607, Florida Statutes regarding the rights of dissenting shareholders.

Date of meeting -	February 6, 1996
Time of meeting -	10:00 a.m.
Place of meeting -	Offices of Smith & Sauer, P.A. 510 East Zaragoza Street, Pensacola, FL
Purpose of meeting -	To consider the adoption of the Agreement and Plan of Merger of FASTENER TECHNOLOGY, INC., a Florida Corporation, and FASTENER TECHNOLOGY, INC., a Georgia Corporation.

Dated - February 6, 1996

  
\_\_\_\_\_  
LARRY GOFF

The following has been appended to this waiver:  
Agreement and Plan of Merger

WAIVER OF NOTICE OF SPECIAL JOINT MEETING BY BOARD OF DIRECTORS

OF

FASTENER TECHNOLOGY, INC.,  
a Florida Corporation

We, the undersigned being all the directors of the corporation hereby agree and consent that the special joint meeting of directors and shareholders be held at the date, time and place stated below and for the purposes stated below and the transaction of all such other business as may lawfully come before the meeting and hereby waive all notice of the meeting and any adjournment thereof.

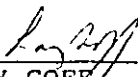
Date of meeting - February 6, 1996

Time of meeting - 10:00 a.m.

Place of meeting - Offices of Smith & Sauer, P.A.  
510 East Zaragoza Street, Pensacola, FL

Purpose of meeting - To consider the adoption of the Agreement and Plan of Merger of FASTENER TECHNOLOGY, INC., a Florida Corporation, and FASTENER TECHNOLOGY, INC., a Georgia Corporation.

Dated - February 6, 1996

  
\_\_\_\_\_  
LARRY GOFF

MINUTES OF THE SPECIAL JOINT MEETING OF  
DIRECTORS AND SHAREHOLDERS  
of  
FASTENER TECHNOLOGY, INC.,  
a Florida Corporation

The special joint meeting of directors and shareholders of the corporation was held at the offices of Smith & Sauer, P.A., 510 East Zaragoza Street, Pensacola, Florida, on February 6, 1996.

The following directors were present:

LARRY GOFF

The following shareholders, holders of the shares indicated, were present in person or by proxy:

<u>Shareholder</u>	<u>Shares</u>	<u>In Person</u>	<u>By Proxy</u>
LARRY GOFF	600	XX	

being all the directors and all the shareholders of the corporation and a quorum.

LARRY GOFF was elected chairman of the meeting and LARRY GOFF was elected secretary.

The secretary then presented and read a waiver of notice of the meeting, subscribed by all the directors of the corporation, and it was ordered that it be appended to the minutes of the meeting.

The chairman then stated that the meeting was called for the purpose of considering the adoption of the attached Agreement and Plan Merger which would affect the merger of this corporation with FASTENER TECHNOLOGY, INC., a Georgia Corporation. A draft of the proposed Agreement and Plan of Merger was presented and read by all present.

After discussion and upon motion duly made, seconded, and carried, it was:

RESOLVED, that the corporation adopt the Agreement and Plan of Merger presented to this meeting.

RESOLVED, that the President and Secretary be and they hereby are authorized and directed to execute the Articles of Merger, a copy of which document is attached to and made a part of these minutes, jointly with FASTENER TECHNOLOGY, INC., a Georgia corporation, and to have said document filed in the offices of the Secretary of State in Tallahassee, Florida and the Secretary of

State in Atlanta, Georgia.


RESOLVED, that the President and Secretary be and they hereby are authorized and directed to pay any and all legal and other fees and costs and to take all action and execute any further documents that may be necessary to effectuate and implement the proposed merger.

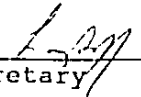
RESOLVED, that the accountant of the corporation is authorized to request a ruling from the Internal Revenue Service concerning the tax-free status of the Agreement and Plan of Merger.

RESOLVED, that the officers of the corporation be and they hereby are authorized and directed, if such action is necessary, to pay to any dissenting shareholders the fair value of their stock, pursuant to Section 607.1302 of the Florida Statutes.

With no further business coming before the meeting, on motion duly made, seconded and unanimously carried, the meeting adjourned.

Dated - February 6, 1996

  
Chairman

  
Secretary

The following have been appended to the minutes of the meeting:

Waiver of Notice  
Agreement and Plan of Merger