



P96000000768

ACCOUNT NO. : 072100000032

REFERENCE : 803466 4326591

AUTHORIZATION

Patricia Pujato

COST LIMIT : \$ 122.50

FILED
98 MAY -1 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 1, 1998

ORDER TIME : 11:23 AM

ORDER NO. : 803466-005

CUSTOMER NO: 4326591

600002507806--8

CUSTOMER: Mr. Cody Waters
Fowler White Gillen Boggs
501 East Kennedy Boulevard
Suite 1700
Tampa, FL 33602

ARTICLES OF MERGER

FABRICATING ACQUISITION
CORPORATION

Name	INTO
Availability	5/4/98
Document	MARLYN STEEL FABRICATING, INC.
Examiner	<i>Don</i>
Updater	<i>Don</i>
Update Verifier	<i>Don</i>
W.P. Verifier	<i>Don</i>

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS: _____

RECEIVED
98 MAY -1 PM 12:09
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

FABRICATING ACQUISITION CORPORATION, a Florida corporation
P98000039222

INTO

MARLYN STEEL FABRICATING, INC., a Florida corporation, P96000000768

File date: May 1, 1998

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 122.50

ARTICLES OF MERGER
OF
MARLYN STEEL FABRICATING, INC.
AND

FABRICATING ACQUISITION CORPORATION

FILED
98 MAY -1 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
of the State of Florida

The following Articles of Merger are executed for the purpose of merging **FABRICATING ACQUISITION CORPORATION**, a Florida corporation (the "Merged Corporation"), with and into **MARLYN STEEL FABRICATING, INC.**, a Florida corporation (the "Surviving Corporation")

1. The Plan of Merger for merging the Merged Corporation into the Surviving Corporation was approved by Joint Action By Written Consent of the Board of Directors and Stockholders of the Merged Corporation on April 30, 1998; and by Joint Action By Written Consent of the Board of Directors and Stockholders of the Surviving Corporation on April 30, 1998.

2. The Plan of Merger is attached hereto as *Exhibit A*.

3. The effective date of the merger herein provided shall be May 1, 1998.

Executed on April 30, 1998.

MARLYN STEEL FABRICATING, INC.

By: 

Richard R. James
President

FABRICATING ACQUISITION CORPORATION

By: 

Richard R. James
President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 30th
day of April, 1998, by Richard R. James, President of MARLYN STEEL
FABRICATING, INC., a Florida corporation, who is personally known
to me or who has produced n/a as identification.



SHERYL D. CERRETA
COMMISSION # CC 688083
EXPIRES NOV 15, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

Sheryl D. Cerreta

Sheryl D. Cerreta

Print Name

Notary Public

My Commission Expires:

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 30th
day of April, 1998, by Richard R. James, President of FABRICATING
ACQUISITION CORPORATION, a Florida corporation, who is personally
known to me or who has produced n/a as
identification.



SHERYL D. CERRETA
COMMISSION # CC 688083
EXPIRES NOV 15, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

Sheryl D. Cerreta

Sheryl D. Cerreta

Print Name

Notary Public

My Commission Expires:

PLAN OF MERGER

by and among

MARLYN STEEL PRODUCTS, INC.

MARLYN STEEL FABRICATING, INC. and

FABRICATING ACQUISITION CORPORATION

THIS PLAN OF MERGER ("Plan") is entered into on April 30, 1998, among MARLYN STEEL PRODUCTS, INC., a Florida corporation ("Products"), MARLYN STEEL FABRICATING, INC., a Florida Corporation ("MSF") and FABRICATING ACQUISITION CORPORATION, a Florida corporation and a wholly-owned subsidiary of Products ("FAC").

W I T N E S S E T H:

WHEREAS, Products, by its Certificate of Incorporation, which was filed in the office of the Secretary of State of Florida on April 6, 1960, as amended, has an authorized capital stock of 7,500 shares of .01 par value voting common capital stock and 67,500 shares of .01 par value non-voting common capital stock, of which 2,500 shares of voting and 22,500 shares of non-voting are issued and outstanding on the date of the execution hereof;

WHEREAS, MSF, by its Certificate of Incorporation, which was filed in the office of the Secretary of State of Florida on December 26, 1995, as amended, has an authorized capital stock of 600 shares of \$1.00 par value common capital stock, of which 600 shares are issued and outstanding on the date of the execution hereof;

WHEREAS, FAC, by its Certificate of Incorporation, which was filed in the office of the Secretary of State of Florida on April 30, 1998, has an authorized capital stock of 10,000 shares of \$.01 par value common capital stock, of which 100 shares are issued and outstanding on the date of the execution hereof;

WHEREAS, the Board of Directors and all shareholders of the parties hereto have duly approved and authorized the merger of FAC with and into MSF (the "Merger") in a reorganization pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended (the "Code");

WHEREAS, the Board of Directors and all shareholders of the parties hereto have duly approved and authorized this Plan and the execution and filing of same with the Secretary of State of Florida in the manner prescribed by the laws of the State of Florida; and

WHEREAS, the stockholders of MSF will receive capital stock of Products in exchange for their capital stock of MSF.

NOW, THEREFORE, in consideration of the premises the Merger of FAC into MSF shall be accomplished as follows:

**ARTICLE I
THE MERGER**

(a) Upon the terms and subject to the conditions of this Plan, on the Effective Date (as hereinafter defined) FAC shall be merged with and into MSF in accordance with the provisions of the Florida Business Corporation Act § 607.1101 and the separate existence of FAC shall thereupon cease. MSF shall be the surviving corporation in the Merger and shall continue to be governed under the laws of the State of Florida and the name of MSF shall remain "Marlyn Steel Fabricating, Inc." Without limiting the generality of the foregoing, and subject thereto, at the Effective Date of the Merger:

(1) MSF shall possess all assets and property of every description, and every interest therein, wherever located, and the rights, privileges, immunities, powers, franchises and authority, of a public as well as of a private nature, of MSF and FAC;

(2) all obligations belonging to or due each of MSF and FAC shall be vested in, and become the obligations of MSF without further act or deed;

(3) title to any real estate or any interest therein vested in MSF or FAC shall not revert or in any way be impaired by reason of the Merger;

(4) all rights of creditors and all liens upon any property of MSF or FAC shall be preserved unimpaired; and

(5) MSF shall be liable for all of the obligations of MSF and FAC as may be prosecuted to judgment with right of appeal, as if the Merger had not taken place.

(b) The Merger shall become effective on May 1, 1998 (the "Effective Date").

**ARTICLE II
THE SURVIVING CORPORATION**

(a) The Articles of Incorporation of MSF as in effect immediately prior to the Effective Date shall be the Articles of Incorporation of the MSF after the Effective Date, until duly amended in accordance with the terms thereof and applicable law.

(b) The By-laws of MSF in effect immediately prior to the Effective Date shall be the By-laws of MSF after the Effective Date, and thereafter may be amended in accordance with their terms and as provided in the Articles of Incorporation of MSF and applicable law.

(c) The directors of MSF at the Effective Date shall, from and after the Effective Date, be the directors of MSF until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with MSF's Articles of Incorporation and By-laws.

(d) The officers of MSF at the Effective Date shall, from and after the Effective Date, be the officers of MSF until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with MSF's Articles of Incorporation and By-laws.

(e) If at any time after the Effective Date, Products shall consider that any further deeds, assignments, conveyances, agreements, documents, instruments or assurances in law or any other things are necessary or desirable to vest, perfect, confirm or record in MSF the title to any property, rights, privileges, powers and franchises of MSF to be acquired by MSF by reason of, or as a result of, the Merger, or otherwise to carry out the provisions of this Plan, the Board of Directors and officers of MSF last in office shall, to the extent then permitted so to do by applicable law, execute and deliver upon Product's reasonable request, any and all deeds, assignments, conveyances, agreements, documents, instruments or assurances in law, and do all other things necessary or proper to vest, perfect, confirm or record title to such property, rights, privileges, powers and franchises in MSF, and otherwise carry out provisions of this Plan.

ARTICLE III CONVERSION OF SHARES

(a) On the Effective Date, by virtue of the Merger and without any action on the part of any holder of any capital stock of the MSF:

(1) Each share of common stock of FAC issued and outstanding on the Effective Date shall be converted, without any further action, into and be one share of common stock of MSF.

(2) Each share of common stock of MSF issued and outstanding on the Effective Date, subject to the terms and conditions of this Plan, shall be converted, without any further action, into the right to receive, and become exchangeable for, .63 shares of fully paid and non-assessable voting common stock of Products and 5.67 shares of fully paid and non-assessable non-voting stock of Products.

(3) As promptly as practicable after the Effective Date, the stockholders of MSF shall surrender their certificates which represent their interest in MSF prior to the Effective Date, and shall be entitled upon such

surrender to receive in exchange therefor certificates representing the number of shares of voting and non-voting common stock of Products into which the common stock of MSF theretofore represented by the certificate or certificates so surrendered shall have been converted as set forth in paragraph (a)(2), above. Until surrendered and exchanged, each certificate theretofore representing outstanding common stock of MSF shall be deemed for all purposes (corporate or otherwise) to represent solely the right to receive common stock of Products as herein provided and shall not be considered to represent shares of capital stock of MSF.

(b) Each share of common stock of Products issued and outstanding on the Effective Date shall remain issued and outstanding thereupon and shall not be converted or the terms thereof modified in the Merger.

ARTICLE IV TERMS AND CONDITIONS

The terms and conditions of this merger and the mode of carrying it into effect are as follows:

(a) The first annual meeting of the stockholders of MSF to be held after the Effective Date shall be the annual meeting provided by the bylaws of MSF.

(b) The first regular or annual meeting of the Board of Directors of MSF to be held after the Effective Date may be called or may convened in the manner provided in the bylaws of MSF.

(c) Products shall pay all expenses incident to this merger.

(d) None of the parties hereto shall issue or sell or issue rights to subscribe to any shares of its capital stock, or shall declare any dividends on its capital stock, prior to the Effective Date.

(e) None of the parties hereto shall incur, prior to the Effective Date, any obligations not within the express contemplation of this Plan of Merger, whether by contract or otherwise, except pursuant to existing agreements and arrangements and except in the ordinary course of business, nor dispose of any material portion of its business or property.

ARTICLE V APPROVAL OF MERGER

The parties do hereby acknowledge and confirm as follows:

(a) This Plan of Merger has been duly adopted and approved by written consent dated April 30, 1998, by the Board of Directors and the shareholders of MSF pursuant to Sections 607.0821 and 607.0704, Florida Statutes, and the undersigned officers of MSF have been authorized and directed to execute same.

(b) This Plan of Merger has been duly adopted and approved by written consent dated April 30, 1998, by the Board of Directors and the shareholders of FAC pursuant to Sections 607.0821 and 607.0704, Florida Statutes, and the undersigned officers of FAC have been authorized and directed to execute same.

(c) This Plan of Merger has been duly adopted and approved by written consent dated April 30, 1998, by the Board of Directors and the shareholders of Products pursuant to Sections 607.0821 and 607.0704, Florida Statutes, and the undersigned officers of Products have been authorized and directed to execute same.

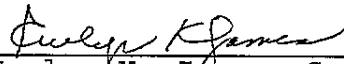
IN WITNESS WHEREOF, the parties have caused this Plan to be executed by their duly authorized officers effective the day and year first above-written.

MARLYN STEEL PRODUCTS, INC.

By: 

Richard R. James
President

Attest:


Evelyn K. James, Secretary

"Products"

MARLYN STEEL FABRICATING, INC.

By: 

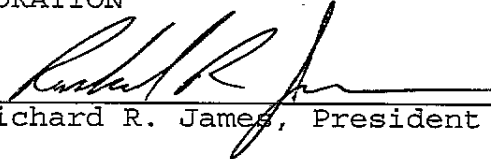
Richard R. James
President

Attest:

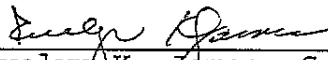

Reginald C. James, Secretary

"MSF"

FABRICATING ACQUISITION
CORPORATION

By: 
Richard R. James, President

Attest:


Evelyn K. James, Secretary

"FAC"

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