

P970000035181

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224-7000

500002173325--3

-05/09/97--01100--006

****192.50 ****192.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Gulf Tool + Equipment Co., Inc.
(Corporation Name) (Document #)
2. Tools and Equipment, Inc. Merger
(Corporation Name) (Document #)
3. Wholesale Tool Supply, Inc.
(Corporation Name) (Document #)
4. Integrated Supply Network, Inc.
(Corporation Name) (Document #)

☐ Walk in

☒ Pick up time 4:30-97
3:30

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
97 APR 30 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

140.00
52.50
192.50

EXAMINER'S INITIALS
97 APR 30 PM 1:40
RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

P97000035181

ARTICLES OF MERGER
Merger Sheet

MERGING:

WHOLESALE TOOL SUPPLY, INC., a Florida corporation 580939

GULF TOOL & EQUIPMENT CO., INC., a Florida corporation H15566

TOOLS AND EQUIPMENT, INC., a Maryland corporation not authorized to
transact business in Florida.

INTO

INTEGRATED SUPPLY NETWORK, INC., a Florida corporation,
P97000035181

File date: April 30, 1997

Corporate Specialist: Annette Hogan

**ARTICLES OF MERGER
BETWEEN
GULF TOOL & EQUIPMENT CO., INC., A FLORIDA CORPORATION,
TOOLS AND EQUIPMENT, INC., A MARYLAND CORPORATION,
WHOLESALE TOOL SUPPLY, INC., A FLORIDA CORPORATION
AND
INTEGRATED SUPPLY NETWORK, INC., A FLORIDA CORPORATION**

FILED
97 APR 30 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, **GULF TOOL & EQUIPMENT, INC.**, a Florida corporation, **TOOLS AND EQUIPMENT, INC.**, a Maryland corporation, **WHOLESALE TOOL SUPPLY, INC.**, a Florida corporation (collectively referred to herein as the "Constituents") and **INTEGRATED SUPPLY NETWORK, INC.**, a Florida corporation ("Survivor") agree to adopt the following Articles of Merger for the purpose of merging each of the Constituents into the Survivor, the latter of which is to survive the merger.

ARTICLE I

The Plan of Merger is as follows:

PLAN OF MERGER

GULF TOOL & EQUIPMENT CO., INC., a Florida corporation, **TOOLS AND EQUIPMENT, INC.**, a Maryland corporation, **WHOLESALE TOOL SUPPLY, INC.**, a Florida corporation ("Constituents"), and **INTEGRATED SUPPLY NETWORK, INC.**, a Florida corporation (the "Survivor"), hereby adopt the following plan of merger pursuant to Section 607.1101, Florida Statutes.

- a) The names, addresses, and capitalization of the corporations planning to merge are:

GULF TOOL & EQUIPMENT CO., INC., incorporated under the general laws of Florida on August 7, 1984, with a total of 100 shares of no par value common stock authorized of which 27 are issued. Its principal address is 2727 Interstate Drive, Lakeland, Florida 33805.

TOOLS AND EQUIPMENT, INC., incorporated under the general laws of Maryland on July 25, 1985, with a total of 5,000 shares of no par value common stock authorized of which 100 are issued. Its principal address is 1030 Metfield Road, Baltimore, Maryland 21286.

WHOLESALE TOOL SUPPLY, INC., incorporated under the general laws of Florida on July 25, 1978, with a total of 5,000 shares of \$5.00 par value common stock authorized of which 267 are issued with a total issued par value of \$1,335. Its principal address is 2727 Interstate Drive, Lakeland, Florida 33805.

- b) The name of the surviving corporation is:

INTEGRATED SUPPLY NETWORK, INC., incorporated under the general laws of Florida on April 18, 1997, with a total of 30,000,000 shares of \$.01 par value common stock authorized of which no shares are issued. Its principal address is 2727 Interstate Drive, Lakeland, Florida 33805.

- c) The terms and conditions of merger are as follows:

On the effective date of the merger, the separate existence of each of the Constituents shall cease and the Survivor shall succeed to all the assets, rights, and privileges of each of the Constituents without the necessity for any separate transfer. The Survivor shall thereafter be subject to all the restrictions and liabilities of each of the Constituents, and neither the rights of the creditors nor any liens on the property of each of the Constituents shall be impaired by the merger.

- d) The manner and basis of converting the shares of each corporation shall be as follows:

On the effective date of the Merger:

(i) Each issued and outstanding share of the Survivor's stock shall remain one fully paid and nonassessable share of stock, and

(ii) The issued and outstanding shares of each of the Constituents shall be preliminarily converted into the right to receive that number of fully paid and nonassessable shares of Integrated stock shown opposite its name below:

<u>Name</u>	<u>No. of Shares of Stock</u>
GULF TOOL & EQUIPMENT CO., INC.	552,500
TOOLS AND EQUIPMENT, INC.	715,000
WHOLESALE TOOL SUPPLY, INC.	1,267,500

- e) The effective date of the merger shall be April 30, 1997.
- f) The officers and directors of the Survivor, from and after the effective date shall be the officers and directors of the Survivor immediately prior to the merger.
- g) The articles of incorporation and bylaws of the Survivor immediately prior to the merger shall be the articles and bylaws of the Survivor from and after the effective date.

ARTICLE II

The effective date of the merger shall be April 30, 1997.

ARTICLE III

GULF TOOL & EQUIPMENT CO., INC., a Florida corporation, adopted the Plan of Merger on February 28, 1997, by unanimous written consent of the shareholders pursuant to Florida Statutes, Section 607.1103(2), constituting a sufficient number of votes to approve the merger, as provided in its Articles of Incorporation.

TOOLS AND EQUIPMENT, INC., a Maryland corporation, adopted the Plan of Merger on April 22, 1997 by unanimous written consent of its shareholders pursuant to §2-505 of the Maryland General Corporation Law, constituting a sufficient number of votes to approve the Plan, as provided in its Articles of Incorporation.

WHOLESALE TOOL SUPPLY, INC., a Florida corporation, adopted the Plan of Merger on February 28, 1997, by unanimous written consent of its shareholders pursuant to Florida Statutes, Section 607.1103(2), constituting a sufficient number of votes to approve the Plan, as provided in its Articles of Incorporation.

The Survivor, **INTEGRATED SUPPLY NETWORK, INC.**, a Florida corporation, adopted the Plan of Merger on April 22, 1997, by unanimous written consent of its board of directors pursuant to Florida Statutes, Section 607.1103(2). Approval of the shareholders of the Survivor was not required pursuant to Florida Statutes, Section 607.1103(7).

ARTICLE IV

The terms and conditions of the transaction set forth herein were authorized, and approved by each entity party hereto in the manner and by vote required by its charter and the laws of the place where it is organized and approved as set forth in Article III above.

IN WITNESS WHEREOF, the undersigned have executed this document this 24th day of April, 1997.

SURVIVOR:

INTEGRATED SUPPLY NETWORK, INC.,
a Florida corporation

By: *F.P. Weber*
Its: Chief Executive Officer
F.P. Weber

CONSTITUENTS:

GULF TOOL & EQUIPMENT CO., INC.,
a Florida corporation

By: *Bruce Weber*
Its: President
Bruce Weber

TOOLS AND EQUIPMENT, INC.,
a Maryland corporation

By: *P. Russell Owings*
Its: PRESIDENT
P. Russell Owings

WHOLESALE TOOL SUPPLY, INC.,
a Florida corporation

By: *F.P. Weber*
Its: CEO
F.P. Weber