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CORPORATION(S) NAME

*Merger*

*Fabricators & Materials Co., Inc.*

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

FABRICATORS & MATERIALS CO., INC., a New York corporation not  
authorized to transact business in Florida

,

INTO

FABRICATORS & MATERIALS CO., INC., a Florida corporation,  
P98000021537

File date: March 24, 1998

Corporate Specialist: Annette Hogan

ARTICLES OF MERGER

The undersigned corporations, pursuant to Section 607.1104 of the Florida Business Corporation Act, hereby execute the following Articles of Merger:

FIRST: The name of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State/Country of Incorporation</u>
FABRICATORS & MATERIALS CO., INC. (NY)	New York
FABRICATORS & MATERIALS CO., INC. (FL)	Florida

SECOND: The laws of the state or country under which such foreign corporation is organized permit such merger and such foreign corporation is complying with those laws in effect in effecting the merger.

THIRD: The foreign corporation complies with Section 607.1105 F.S. (as set forth below) if it is the surviving corporation of the merger; and each domestic corporation complies with the applicable provisions of Sections 607.1101 - 607.1104 F.S. and, if it is the surviving corporation of the merger, with Section 607.1105 F.S. (as set forth below).

FOURTH: The plan of merger is as follows:

(a) The name of each constituent corporation is as follows:

1. FABRICATORS & MATERIALS CO., INC. (NY); and
2. FABRICATORS & MATERIALS CO., INC. (FL).

(b) The name of the surviving corporation is FABRICATORS & MATERIALS CO., INC. (FL) and following the merger its name shall be FABRICATORS & MATERIALS CO., INC

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(b) Each share of common stock of the surviving corporation, which shall be issued and outstanding on the effective date of this merger, shall remain issued and outstanding.

(c) Each share of common stock of the merged corporation, which shall be issued and outstanding on the effective date of this merger, and all rights in respect thereof, shall forthwith be changed and converted into an equal number of shares of common stock of the surviving corporation.

(d) After the effective date of this merger each holder of an outstanding certificate representing shares of common stock of the merged corporation shall surrender the same to the surviving corporation and each such holder shall be entitled upon such surrender to receive the number of shares of common stock of the surviving corporation on the basis provided herein. Until so surrendered the outstanding shares of common stock of the merged corporation to be converted into the stock of the surviving corporation as provided herein, may be treated by the surviving corporation for all corporate purposes as evidencing the ownership of shares of the surviving corporation as though said surrender and exchange had taken place. After the effective date of this agreement each registered owner of any uncertificated shares of common stock of the merged corporation shall have said shares canceled and said registered owner shall be entitled to the number of common shares of the surviving corporation on the basis provided herein.

(e) The Certificate of Incorporation of FABRICATORS & MATERIALS CO., INC. (FL) as in effect on the date of the merger provided for herein, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

(f) The bylaws of the surviving corporation as they shall exist on the effective date of this merger shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

(g) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.


(h) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations, and other assets of every kind and description of the merged corporation shall be transferred to, vested in and evolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

FIFTH: The effective date of the certificate of merger shall be the 1<sup>st</sup> day of April, 1998.

SIXTH: The plan of merger was adopted by the shareholders of FABRICATORS & MATERIALS CO., INC. (NY) on the 31<sup>st</sup> day of January, 1998 and was adopted by the shareholders of FABRICATORS & MATERIALS CO., INC. (FL) on the 31<sup>st</sup> day of January, 1998.

Signed this 16<sup>th</sup> day of March, 1998.


FABRICATORS & MATERIALS CO., INC. (FL)

By:   
Martin Krauthamer, President

  
James Hall, Secretary

FABRICATORS & MATERIALS CO., INC. (NY)

By:   
Martin Krauthamer, President

  
James Hall, Secretary