

NOV 18 2004 10:21 AM CORPORATION SVC CO

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198000058688 11/18/04 - survival

MERGER OR SHARE EXCHANGE

MAUSER USA INC.

ADDITION OK PER SP  
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Certificate of Status	0
Certified Copy	1
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Merge  
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## ARTICLES AND PLAN OF MERGER

OF

TECHNICAL CONTAINER CORP.  
(a Florida Corporation)

INTO

MAUSER USA INC.  
(a Delaware Corporation)FILED  
04 NOV 18 PM 3:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1104, 607.1105 and 607.1107 of the Florida Business Corporation Act (the "FBCA"), the undersigned entities adopt the following Articles and Plan of Merger:

1. The Plan of Merger for merging Technical Container Corp., a Florida corporation ("TCC" or the "Disappearing Corporation"), with and into MAUSER USA Inc., a Delaware corporation ("Mauser" or the "Surviving Corporation") is as follows:

- A. TCC shall be merged with and into Mauser pursuant to the applicable provisions of the Delaware General Corporation Law (the "DGCL") and the FBCA. Mauser shall be the surviving corporation in the merger. Mauser owns one hundred percent (100%) of the issued and outstanding capital stock of TCC.
- B. On the date of filing of this Plan of Merger (the "Effective Date"), the separate existence of TCC shall cease and none of the issued and outstanding shares of TCC's capital stock shall be converted into or represent the right to receive any consideration. Instead, each share of TCC's capital stock that is issued and outstanding immediately prior to the Effective Date shall be canceled and extinguished on the Effective Date.
- C. The Certificate of Incorporation of Mauser in effect immediately prior to the Effective Date shall be the Certificate of Incorporation of the Surviving Corporation until the same shall be amended in accordance with the DGCL.
- D. The Surviving Corporation owns one hundred percent (100%) of the issued and outstanding shares of the capital stock of the Disappearing Corporation. Consequently, there are no shareholders of the Disappearing Corporation.

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Corporation who would be entitled to receive notice of their right to dissent from the merger or to be paid the fair value of their shares pursuant to the exercise of appraisal rights.

2. The merger of the Disappearing Corporation with and into the Surviving Corporation is permitted by the laws of the jurisdiction of organization of the Surviving Corporation and has been authorized in compliance with said laws.

3. The Effective Date of the merger shall be the date on which these Articles and Plan of Merger are filed with the Department of State of the State of Florida.

4. Pursuant to Section 607.1104(1)(a) of the FBCA, approval of the Plan of Merger by the respective shareholders of the Surviving Corporation and the Disappearing Corporation was not required.

5. The Plan of Merger were adopted by the Board of Directors of the Surviving Corporation on November 16, 2004. Approval of the Articles and Plan of Merger by the Board of Directors of the Disappearing Corporation was not required because the Surviving Corporation owns one hundred percent (100%) of the issued and outstanding capital stock of the Disappearing Corporation and has the power to remove and replace the Board of Directors of the Disappearing Corporation at any time.

6. These Articles and Plan of Merger may be executed in counterpart.

[END OF TEXT; SIGNATURE PAGE FOLLOWS]

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Executed on November 16, 2004.

TECHNICAL CONTAINER CORP.

By: 

Stefan Mueller-Arends,  
President

MAUSER USA INC.

By: \_\_\_\_\_

Brian DeMoura,  
President and Chief Executive Officer

[signature page to Articles of Merger]

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MAUSER USA

NO. 2449 P. 10

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Executed on November 16, 2004.

TECHNICAL CONTAINER CORP.

By:

Stefan Mueller-Arends,  
President

MAUSER USA INC.

By:

Brian DeMoura,  
President and Chief Executive Officer

[signature page to Articles of Merger]

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