

P98000073802



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 947575 81215A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : September 1, 1998

ORDER TIME : 2:56 PM

ORDER NO. : 947575-005

CUSTOMER NO: 81215A

CUSTOMER: Ms. Mary Romary
Mason & Associates
Suite 500
17757 U.S. Highway 19, North
Clearwater, FL 34624

FILED
98 SEP - 1 PM 2:32
TALLAHASSEE
SECRETARY OF STATE
FLORIDA
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Name
Chause

ARTICLES OF MERGER

SURPLUS STEEL & SUPPLY, INC.

INTO

MERGCO FLORIDA SURPLUS STEEL &
SUPPLY, INC.

600002630766--4
-09/02/98--01002--011
*****70.00 *****70.00

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

RECEIVED
98 SEP - 1 PM 4:13
DIVISION OF CORPORATION

no
9/16/98

*00789, 00524, 00721, 00561
00347, 00344, 00672

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

SURPLUS STEEL AND SUPPLY, INC., a Florida corporation 551690

INTO

MERGCO FLORIDA SURPLUS STEEL & SUPPLY, INC. which changed its
name to

SURPLUS STEEL AND SUPPLY, INC., a Florida corporation, P98000073802.

File date: September 1, 1998

Corporate Specialist: Annette Hogan



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 2, 1998

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: SURPLUS STEEL AND SUPPLY, INC.
Ref. Number: 551690

RESUBMIT
Please give original
submission date as file date.

We have received your document for SURPLUS STEEL AND SUPPLY, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please remove the words Exhibit F from the heading.

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The name and title of the person signing the document must be noted beneath or opposite the signature.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 998A00045234

RECEIVED
98 SEP 16 AM 9:55
DIVISION OF CORPORATION

ARTICLES OF MERGER

(Pursuant to §607.1101 of Florida
General Corporation Act)

Surplus Steel and Supply, Inc. into
Mergco Florida Surplus Steel & Supply, Inc.

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The undersigned corporations, being validly and legally formed under the laws of the State of Florida, have adopted a Plan of Reorganization and Merger (herein "Plan of Merger").

2. Surplus Steel and Supply, Inc. (herein "Corporation") is merged into Mergco Florida Surplus Steel & Supply, Inc. (herein "Company"). The name of the surviving corporation is Mergco Florida Surplus Steel & Supply, Inc.

3. The Plan of Merger of the undersigned corporations was adopted pursuant to Sections 607.1101 and 607.1103 of the Florida Statutes.

4. The Plan of Merger will become effective upon the filing of these Articles of Merger with the Florida Secretary of State.

5. The following amendments are hereby made in the Articles of Incorporation of Mergco Florida Surplus Steel & Supply, Inc., the surviving corporation:

Article 1 is hereby amended to read:

1. NAME AND PRINCIPAL PLACE OF BUSINESS: The name of the corporation is Surplus Steel and Supply, Inc., and the principal office and place of business is 3015 Gamson Road, Apopka, Florida, 32703.

6. The Plan of Merger was adopted by the Shareholders and by the Board of Directors of Mergco Florida Surplus Steel & Supply, Inc. on August 31, 1998.

7. The Plan of Merger was adopted by the Shareholders and by the Board of Directors Surplus Steel and Supply, Inc. on August 31, 1998.

8. The Plan of Merger calls for an exchange of the issued shares and shall be effected as follows:

The reorganization will comprise in general the conveyance by Corporation to Company of substantially all the assets of Corporation, the issuance by Company to Corporation of shares of Company's Special Class Stock of no par value each, redeemable at the call of the Company at a price of \$0.10 per share, the assumption by Company of liabilities of Corporation, the distribution by Corporation to its shareholders of shares of Company's Special Class Stock received by Corporation, and the dissolution of Corporation, all upon and subject to the terms and conditions of the Agreement and Plan of Reorganization and Merger (the "Agreement").

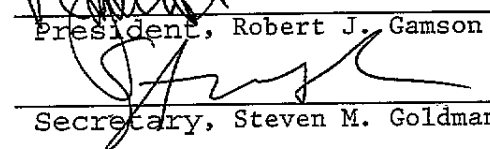
Subject to the provisions of the Agreement, Articles of Merger to effectuate the terms of the Agreement shall be executed and acknowledged by each party hereto and thereafter delivered to the Secretary of State of the State of Florida for filing and recording in accordance with applicable law as soon as practicable on or after the closing date. At the effective time of the Merger, the separate existence of Surplus Steel and Supply, Inc. (Florida Document #551690) shall cease and Surplus Steel and Supply, Inc. shall be merged with and into Mergco Florida Surplus Steel & Supply, Inc. (Florida Document #98000072802).

Company agrees that at the effective time of the merger it will issue shares of Company's Special Class Stock to the extent set forth in accordance with the terms of the Agreement.

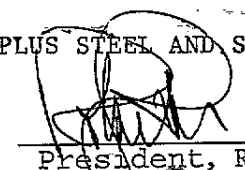
DATED: August 31, 1998

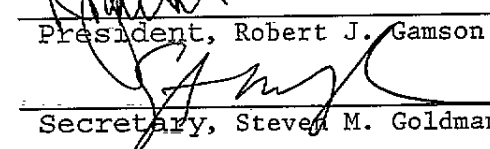
MERSCO FLORIDA SURPLUS STEEL &
SUPPLY, INC.

By: 
President, Robert J. Gamson

Attest: 
Secretary, Steven M. Goldman

SURPLUS STEEL AND SUPPLY, INC.

By: 
President, Robert J. Gamson

Attest: 
Secretary, Steven M. Goldman

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