

Document Number Only

P98000083561

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C T Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City

State

Zip

Phone

CORPORATION(S) NAME

400002553034--5
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*****70.00 *****70.00

TECO Industries, Inc

Merged into:

TECO Industries, Inc

- FILED
98 OCT -8 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
- | | | |
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| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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JOEY

10/8/98

RECEIVED
98 OCT -8 AM 11:10
DIVISION OF CORPORATION

Merger
10-14-98
CC

ARTICLES OF MERGER
Merger Sheet

MERGING:

TECO INDUSTRIES, INC., a Connecticut corporation, not qualified in Florida

INTO

TECO INDUSTRIES, INC., a Florida corporation, P98000083561.

File date: October 8, 1998

Corporate Specialist: Cheryl Coulliette

OCT-08-1998 16:57

CT CORPORATION SYSTEM

850 222 7615 P.02/02



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

*Walk In
pick up*

October 8, 1998

CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: TECO INDUSTRIES, INC.
Ref. Number: P98000083561

*Please back date
Thanks*

We have received your document for TECO INDUSTRIES, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

You cannot use this "cross-entity" merger form for filing this merger because these are regular foreign and Florida corporations. Please use guidelines for filing pursuant to 607.1107 Florida statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 798A00050141

RECEIVED
59 OCT 14 AM 10:43
DIVISION OF CORPORATIONS

ARTICLES OF MERGER
OF
TECO INDUSTRIES, INC., a Florida corporation
and
TECO INDUSTRIES, INC., a Connecticut corporation

FILED
98 OCT -8 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

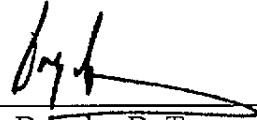
Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), TECO INDUSTRIES, INC. ("TECO INDUSTRIES"), a Florida corporation, and TECO INDUSTRIES, INC. ("TECO"), a Connecticut corporation, do hereby adopt the following Articles of Merger:

1. The names of the corporations which are parties to the merger contemplated by these Articles of Merger (the "Merger") are TECO INDUSTRIES, INC. ("TECO INDUSTRIES") and TECO INDUSTRIES, INC. ("TECO").
2. TECO is hereby merged with and into TECO INDUSTRIES and the corporate existence of TECO shall cease. TECO INDUSTRIES is the surviving corporation in the merger. A copy of the Plan of Merger is attached hereto as Exhibit A and made a part hereof by reference as if fully set forth herein.
3. The Plan of Merger was adopted by the Sole Director and Sole Shareholder of TECO by written consent in lieu of holding special meetings dated September 22, 1998, pursuant to Sections 607.0821 and 607.0704 of the Act.
4. The Plan of Merger was adopted by the Sole Director and Sole Shareholder of TECO INDUSTRIES by written consents in lieu of holding special meetings dated September 22, 1998, pursuant to Sections 607.0821 and 607.0704 of the Act.

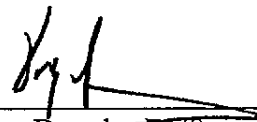
The Merger shall become effective upon the filing of these Articles of Merger with the Department of State of the State of Florida in accordance with provisions of Sections 607.1105, 607.1106 and 607.1107 of the Act.

The parties have caused these Articles of Merger to be executed on September 22, 1998.

TECO INDUSTRIES, INC., a Connecticut corporation

By: 
Name: Douglas D. Tewes
Title: President

TECO INDUSTRIES, INC., a Florida corporation

By: 
Name: Douglas D. Tewes
Title: President

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER, made this 22nd day of September, 1998, by and between TECO INDUSTRIES, INC., Connecticut corporation (hereinafter referred to as "TECO") and TECO INDUSTRIES, INC., a Florida corporation (hereinafter referred to as "TECO INDUSTRIES"), the said corporations being hereinafter sometimes each referred to as a "Corporation" or collectively referred to as the "Corporations".

WITNESSETH:

WHEREAS, Teco is a corporation duly organized and existing under the laws of the State of Connecticut, having been incorporated on October 27, 1969, and having authorized capital stock consisting of 5,000 shares of Common Stock, without par value, of which 100 shares are issued and outstanding; and

WHEREAS, Teco Industries is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on August 26, 1998, and having an authorized capital stock consisting of 5,000 shares of Common Stock, with no par value, of which 100 shares are issued and outstanding; and

WHEREAS, the Board of Directors and Shareholders of each of the Corporations have this day determined it to be in the best interests of the Corporations that they be merged.

NOW, THEREFORE, the parties hereto, in consideration of the mutual covenants and conditions herein contained, and for other good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, do hereby agree as follows:

1. Merger. Teco shall be merged into Teco Industries on the effective date hereinafter set forth, in accordance with the applicable laws of the State of Florida, and on the terms and conditions set forth in this Plan and Agreement of Merger. From and after such effective date, Teco Industries shall be the surviving corporation (the "Surviving Corporation") and shall continue to do business as a corporation organized and existing under the laws of the State of Florida, unaffected and unimpaired by the merger, with all rights, privileges, immunities and

powers, and subject to all the duties and liabilities of a corporation organized and existing under the laws of the State of Florida.

2. Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of Teco Industries, upon the effective date of the merger, shall be the Articles of Incorporation of the Surviving Corporation.

3. By-Laws of Surviving Corporation. The By-Laws of Teco Industries in force on the effective date of the merger shall be the By-Laws of the Surviving Corporation until altered, amended or repealed.

4. Directors and Officers.

(a) The Directors of Teco Industries shall be the Directors of the Surviving Corporation.

(b) The officers of Teco Industries shall be the officers of the Surviving Corporation.

5. Shares of Constituent Corporations. Each share of capital stock of Teco Industries outstanding on the effective date of the merger shall thereupon, without further action, be and continue to be one (1) share of the capital stock of the Surviving Corporation.

6. Effect of Merger. Upon this merger becoming effective:

(a) The separate corporate existence of Teco shall terminate and Teco Industries shall become the owner, without other transfer or further act or deed, of all of the rights, privileges, powers, property, franchises, estates and interests of every kind of Teco, as effectually as the property of the Surviving Corporation as they were and shall be subject to all debts and liabilities of Teco Industries had itself incurred them; and Teco Industries shall be subject to all of the restrictions, disabilities and duties of all of the Corporations, which shall not revert or be in any way impaired by reason of this merger; and rights of creditors and liens upon any property of any of the Corporations shall be preserved unimpaired.

(b) The assets and liabilities of Teco shall be taken up on the books of Teco Industries in the respective amounts at which they shall at that time be carried on the books of Teco.

7. Effective Date of Merger. This Plan and Agreement of Merger shall be effective upon the filing of the requisite form of Certificate of Merger with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, each Corporation has caused this Plan and Agreement of Merger to be executed by its respective duly authorized officers as of the day and year first above written.

TECO INDUSTRIES, INC., a Connecticut corporation

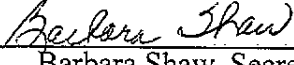
By: 
Douglas D. Tewes, President

Attest: 
Barbara Shaw, Secretary

[Corporate Seal]

TECO INDUSTRIES, INC., a Florida corporation

By: 
Douglas D. Tewes, President

Attest: 
Barbara Shaw, Secretary

[Corporate Seal]