

P 99000109257

Knuteson, Powers & Wheeler, S.C.
- a limited liability corporation -

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Circuit Judge 1989-1996

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Thomas A. Van Beckum, Jr.
Fred W. Wheeler (1919-1999)

December 17, 1999

VIA OVERNIGHT MAIL

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

800003075648--2
-12/20/99--01121--003
*****78.75 *****78.75

RE: Articles of Merger

Dear Sir or Madam:

Enclosed please find one original and one copy of the articles of merger for Lang Engineering Co., Inc. a Wisconsin corporation into Lang Engineering Co., Inc. a Florida corporation. Please file same and return to us a certified copy in the envelope provided.

We have enclosed a check in the amount of \$78.75 to cover the cost of the filing fee and certified copy fee.

Thank you.

EFFECTIVE DATE
12-31-99

*Merger
1-5-00
BJS*

Very Truly Yours,

KNUTESON, POWERS & WHEELER,

BY:

Bernard J. Powers

Bernie Powers

FILED
99 DEC 20 PM 4:14
TALLAHASSEE, FLORIDA

BJP/seg

cc: Don Lang (w/o encl.)

ARTICLES OF MERGER
Merger Sheet

MERGING:

LANG ENGINEERING CO., INC., a non-qualified Wisconsin corporation

INTO

LANG ENGINEERING CO., INC., a Florida entity, P99000109257

File date: December 20, 1999, effective December 31, 1999

Corporate Specialist: Doug Spitler

FILED
99 DEC 20 PM 4:14
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

Name

Jurisdiction

Lang Engineering Co., Inc.

Florida

Second: The name and jurisdiction of each merging corporation is:

Name

Jurisdiction

Lang Engineering Co., Inc.

Wisconsin

Third: The Plan of Merger is attached.

EFFECTIVE DATE

12-31-99

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR 12 / 31 / 99 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 12/10/99

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 12/10/99

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED
99 DEC 20 PM 4:14
TALLAHASSEE, FLORIDA
STATE

Donald I. Lang, President

(Non Subsidiaries)

First: The name and jurisdiction of the surviving corporation is:

Second: The name and jurisdiction of each merging corporation is:

Third: The terms and conditions of the merger are as follows:

See attached Plan of Merger

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See attached Plan of Merger

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

None.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

See attached Plan of Merger.

EXHIBIT A

PLAN OF MERGER

THIS PLAN OF MERGER is entered into and between Lang Engineering Co., Inc., a Wisconsin corporation ("Non-Surviving Corporation"), and Lang Engineering Co., Inc., a Florida corporation ("Surviving Corporation").

WHEREAS, the respective Board of Directors and Shareholders of the Non-Surviving Corporation and of the Surviving Corporation have approved of this Plan of Merger;

NOW, THEREFORE, in consideration of the mutual covenants herein and for other good and valuable consideration, the parties agree as follows:

ARTICLE I

NAME OF NON-SURVIVING CORPORATION

Name of the merging (non-surviving) corporation:

Lang Engineering Co., Inc., a Wisconsin corporation

ARTICLE II

NAME OF SURVIVING CORPORATION

Name of the surviving corporation (before any amendment):

Lang Engineering Co., Inc., a Florida corporation

ARTICLE III

TERMS AND CONDITIONS OF MERGER

State the terms and conditions of the merger:

(1) Merger.

The Non-Surviving Corporation shall be and hereby is merged into the Surviving Corporation.

(2) Effective Date.

This merger shall be effective upon the filing of the Articles of Merger with the Department of Financial Institutions of the State of Wisconsin, or at 11:59 p.m. on December 31, 1999, whichever date is later.

(3) Surviving Corporation.

Upon said merger becoming effective, the separate existence of the Non-Surviving Corporation shall cease and all rights and powers of it shall vest in the Surviving Corporation.

(4) Assurance of Title.

If at any time the Surviving Corporation shall consider or be advised that any acknowledgments, assignments, conveyances or assurances or other similar actions are necessary or desirable in order to confirm or pass in and to it all rights and interests of the Non-Surviving Corporation, held immediately prior to the effective time and date of this merger, the Surviving Corporation, through its proper officers, if fully authorized to take any and all such actions as may be required.

(5) Transfer of Assets and Assumption of Liabilities.

Upon this merger becoming effective:

(i) All property, including rights in property and to property, whether real, personal or mixed, of the Non-Surviving Corporation shall belong to and be vested in the Surviving Corporation by operation of law and pursuant to Section 180.1106 of the Wisconsin Statutes.

(ii) In accordance with Section 180.1106 of the Wisconsin Statutes, the Surviving Corporation assumes and shall be fully responsible for all obligations of the Non-Surviving Corporation.

(6) Officers and Directors of the Surviving Corporation.

After this merger becomes effective, the officers and directors of the

Surviving Corporation shall retain their respective offices and positions.

ARTICLE IV SHARES

State the manner and basis of converting the shares of each Non-Surviving Corporation into shares, obligations or other securities of the Surviving Corporation (or any other corporation) or into cash or other property in whole or part:

Upon this merger becoming effective, all of the outstanding stock of the Non-Surviving Corporation shall be canceled, and the Surviving Corporation will receive all of its assets and assume all of its outstanding liabilities. No shares of stock shall be issued by the Surviving Corporation.

The undersigned officers of the Non-Surviving Corporation and the Surviving Corporation certify that the foregoing Plan of Merger was adopted by their respective Board of Directors and shareholders on the date indicated below.

Dated effective this 13th day of December, 1999.

Lang Engineering Co., Inc., a Florida
corporation

BY: _____
President

Attest: _____
Secretary

Dated effective this 13th day of December, 1999.

Lang Engineering Co., Inc.,
a Wisconsin corporation

BY: _____
President

Attest: _____
Secretary