

S07851

CT CORPORATION

FILED  
2002 SEP 11 PM 1:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

1) Quincy Joist Company

Merging into: Quincy Joist Company

000007664100--0

-09/11/02--01005--026

\*\*\*\*\*70.00 \*\*\*\*\*70.00

★ Please Call Ashley @ CT 222-1092  
if there are any problems with this order.

Thx!

Ashley

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<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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02 SEP 11 AM 11:15

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Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

9/11/02

Order#: 5581622

AAM

Ref#: \_\_\_\_\_

Amount: \$ \_\_\_\_\_

FILE  
FIRST  
PLEASE!!

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

C. Coulliette SEP 11 2002

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

QUINCY JOIST COMPANY, a Florida corporation, S07851

INTO

**QUINCY JOIST COMPANY**, a Delaware entity not qualified in Florida.

File date: September 11, 2002

Corporate Specialist: Cheryl Coulliette

## ARTICLES OF MERGER

The undersigned corporations, pursuant to Section 607.1105 of the Florida Business Corporation Act, hereby execute the following Articles of Merger:

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

<u>Name of Corporation</u>	<u>Jurisdiction</u>
Quincy Joist Company	Delaware

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

<u>Name of Corporation</u>	<u>State/Country of Incorporation</u>
Quincy Joist Company	Florida

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THIRD: Quincy Joist Company, a Delaware corporation ("Quincy Joist Delaware") is a wholly-owned subsidiary corporation of Quincy Joist Company, a Florida corporation ("Quincy Joist Florida").

FOURTH: The laws of the state or country under which Quincy Joist Delaware is organized permit such merger and Quincy Joist Delaware is complying with those laws in effecting the merger, and as the surviving corporation complies with Florida Statutes Section 607.1105.

FIFTH: Quincy Joist Florida complies with the applicable provisions of Florida Statutes Sections 607.1101 - 607.1104.

SIXTH: The plan and agreement of merger (the "Plan of Merger") is attached hereto as Exhibit A.

SEVENTH: The Plan of Merger was adopted by the sole shareholder of Quincy Joist Florida, the parent corporation of Quincy Joist Delaware and the Board of Directors of Quincy Joist Florida.

EIGHTH: The effective date of the merger will be the date filing with the Department of State, State of Florida of these Articles of Merger.

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Signed this 10 day of September, 2002.

QUINCY JOIST COMPANY, a Florida corporation  
("Parent" and "Merging Corporation")

By: 

Name: Scott A. Schuff

Title: Vice President

Signed this 10 day of September, 2002.

QUINCY JOIST COMPANY, a Delaware  
corporation  
("Surviving Corporation")

By: 

Name: Scott A. Schuff

Title: Vice President

EXHIBIT A  
PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger ("Plan of Merger") sets forth the terms and conditions for the merger (the "Merger") of Quincy Joist Company, a Florida corporation, the parent corporation of Quincy Joist Company, a Delaware corporation (AMerging Corporation"), into Quincy Joist Company, a Delaware corporation, a wholly-owned subsidiary corporation of Merging Corporation ("Surviving Corporation") and, together with the Merging Corporation, the "Constituent Corporations".

FIRST: The Merger; Effects of the Merger. On the Effective Date (as defined below), the Merging Corporation will be merged with and into the Surviving Corporation in accordance with, and with the effect provided in, the applicable sections of the Florida Business Corporation Act and of the General Corporation Law of the State of Delaware; the separate existence of the Merging Corporation will cease; the Surviving Corporation will continue in existence as a Delaware corporation and will succeed to all of the rights, privileges, immunities, and properties of the Merging Corporation; and the Surviving Corporation will be responsible and liable for all of the debts, liabilities, and obligations of the Merging Corporation. Without limiting the foregoing, on and after the Effective Date, the Surviving Corporation shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of each of the Constituent Corporations; and all property, real, personal, and mixed, and all and every other interest belonging to each of the Constituent Corporations shall be vested in the Surviving Corporation and shall be thereafter as effectually the property of the Surviving Corporation as they were of the Constituent Corporations, and the title to any real estate vested, by deed or otherwise, in any of the Constituent Corporations shall not revert or be in any way impaired, but all rights of creditors and all liens upon any property of any of the Constituent Corporations shall be preserved unimpaired; and all debts, liabilities, and duties of the Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts and liabilities had been incurred by it. Any action or proceeding, whether civil, criminal, or administrative, pending by or against any of the Constituent Corporation may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted as a party in such action or proceeding in place of any Constituent Corporation.

SECOND: Effective Date of the Merger. The Merger will be effective as of the later of the filing of the Articles of Merger by the Florida Secretary of State or the filing of the Certificate of Merger by the Delaware Secretary of State (the "Effective Date").

THIRD: Conversion of Stock of Merging Corporation. At the Effective Date, by virtue of the Merger, each share of common stock of Merging Corporation issued and outstanding immediately prior to the Effective Date (other than treasury shares which shall, by virtue of the Merger and without any action on the part of any party, be cancelled and cease to exist), by virtue of the Merger and without any other action taken by Merging Corporation or Surviving Corporation, shall be, at the Effective Date, automatically converted into and become one share of common stock of Surviving Corporation.

FOURTH: Further Assurances. If at any time after the Effective Date, the Surviving Corporation deems it necessary or advisable that any further assignments or assurances in law are required to vest, perfect, or confirm, of record or otherwise, in the Surviving Corporation, title to, and possession of, any property or right of the Merging Corporations acquired or to be acquired as a result of the Merger, the Surviving Corporation and its proper officers and directors shall execute and deliver any deed, assignment, or other document and take any such other action as may be required and such proper officers and directors are fully authorized in the name and on behalf of the Merging Corporations or otherwise to take any and all such action.

FIFTH: Termination. This Plan of Merger may be terminated and the Merger may be abandoned by mutual consent of the respective Boards of Directors of the Constituent Corporations at any time prior to the Effective Date.

SIXTH: Miscellaneous. Surviving Corporation is the wholly-owned subsidiary corporation of Merging Corporation. Merging Corporation has one shareholder who has approved this Plan of Merger. There are no shareholders of Merging Corporation who dissented from the merger. The sole shareholder of Merging Corporation has waived in writing the mailing requirement to receive a copy or summary of the Plan of Merger.

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