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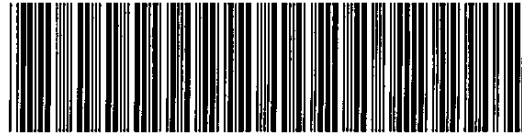
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Gave OK to correct names of merging corps in Articles of merger. *sp*



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Merger  
*sp*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** T&T Management, Inc.  
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Karl Thomas  
(Contact Person)

T&T Management, Inc.  
(Firm/Company)

3075 S.E. St. Lucie Blvd.  
(Address)

Stuart, FL 34997  
(City/State and Zip Code)

For further information concerning this matter, please call:

Karl Thomas At ( 772 ) 221-2700  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314





## **PLAN OF MERGER**

This Plan of Merger ("Plan") is made as of December 28, 2006, between T&T Management, Inc., a Florida corporation ("T&T"), City Steel Processing, Inc., a domesticated Florida corporation ("City Steel"), and Merkur Steel Supply, Inc., a Michigan corporation ("Merkur") (with T&T, City Steel and Merkur being collectively referred to as the "Constituent Corporations").

### **RECITALS**

- A. T&T is a corporation duly organized and existing under the laws of the State of Florida.
- B. City Steel is a corporation duly organized and existing under the laws of the State of Florida.
- C. Merkur is a corporation duly organized and existing under the laws of the State of Michigan.
- D. All of the shares of T&T, City Steel and Merkur are presently held by Karl Thomas.
- F. The sole shareholder of T&T, City Steel and Merkur deems it advisable and in the best interests of each corporation that Merkur and City Steel be merged with and into T&T in the manner contemplated in this Plan, have adopted resolutions approving this Plan.

For the purpose of stating the terms and conditions of the Merger, the mode of carrying it into effect; and the details and provisions that are deemed desirable, the parties agree as follows:

### **ARTICLE I**

Merkur and City Steel shall be merged with and into T&T, which shall sometimes be referred to in this Plan as the "Surviving Corporation." The Surviving Corporation, under its existing name, shall continue to be governed by the laws of Florida.

**ARTICLE II**

The Merger shall be effective as of January 1, 2007. The time when the Merger becomes effective shall be the "Effective Time of the Merger" referred to in this Plan.

**ARTICLE III**

The Articles of Incorporation of T&T shall remain in effect from and after the effective date of the Merger and shall constitute the Articles of Incorporation of the Surviving Corporation, until the same shall be further amended or altered in accordance with the provisions thereof.

The By-Laws of T&T, on the effective date of the Merger, shall remain in full force and effect and shall constitute the By-Laws of the Surviving Corporation, until the same shall be altered or amended in accordance with the provisions thereof.

The directors of T&T shall, from and after the effective date of the Merger, serve as the Directors of the Surviving Corporation until their respective successors are duly elected and qualified.

Subject to the authority of the Board of Directors of the Surviving Corporation, as provided by law and the By-Laws of the Surviving Corporation, the officers of T&T from and after the effective date of the Merger, shall serve as the officers of the Surviving Corporation.

**ARTICLE IV**

At the Effective Time of the Merger, by virtue of the Merger and without any action on the part of the holders:

(1) Each issued and outstanding share of T&T common stock shall continue in existence without change.

(2) Each share of the issued and outstanding shares of common stock of City Steel and Merkur shall be cancelled, since Thomas currently owns of all of the issues and outstanding shares of T&T common stock.

## ARTICLE V

Except as specifically set forth in this Plan, the identity, existence, purposes, powers, objects, franchises, privileges, rights, and immunities of T&T shall continue unaffected and unimpaired by the Merger, and the corporate franchises, existence, privileges, rights and immunities of Merkur and City Steel shall be merged into T&T, and T&T shall, as the Surviving Corporation, be fully vested therewith.

At the Effective Time of the Merger, the separate existence of City Steel and Merkur shall cease, and in accordance with the terms of this Plan, 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 restrictions, disabilities, and duties of each of the Constituent Corporations. All rights, privileges, powers, and franchises of each of the Constituent Corporations, all property, real, personal, and mixed, all debts due to either of the Constituent Corporations on whatever account, including stock subscriptions, all other things in action, and all interests of or belonging to or due to each Corporation shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed. All property, rights, privileges, powers, and franchises, and all interests shall be as effectually the property of the Surviving Corporation as they were of the respective Constituent Corporations, and the title to any real estate or interest therein, vested by deed or otherwise in either Corporation, shall not revert or be in any way impaired by reason of the Merger.

The Surviving Corporation shall be responsible and liable for all the liabilities and obligations of the Constituent Corporations, and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens on the property of either of the Constituent Corporations shall be impaired by the

Merger, and all debts, liabilities, and duties of each of the Constituent Corporations shall attach to the Surviving Corporation, and may be enforced against it to the same extent as if the debts, liabilities, and duties had been incurred or contracted by it.

#### **ARTICLE VI**

From time to time, as and when requested by the Surviving Corporation or by its successors or assigns, City Steel and Merkur shall execute and deliver or cause to be executed and delivered all other instruments and shall take or cause to be taken all further or other actions that the Surviving Corporation, or its successors or assigns, may deem necessary or desirable to vest in and confirm to the Surviving Corporation and its successors and assigns, title to and possession of all property, rights, privileges, powers, and franchises referred to in Article V of this Plan and otherwise to carry out the intent and purposes of this Plan. This Plan may be amended or terminated.

#### **ARTICLE VII**

For the convenience of the parties to this Plan and to facilitate the filing and recording of this Plan, counterparts of it may be executed, and each counterpart shall be deemed to be an original instrument.



**THIS PLAN OF MERGER IS HEREBY APPROVED BY THE SOLE SHAREHOLDER OF  
EACH OF THE CONSTITUENT CORPORATIONS:**

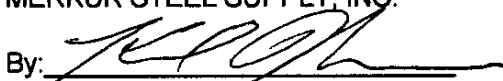
**T&T MANAGEMENT, INC.**

By:   
Karl Thomas, Shareholder

**CITY STEEL PROCESSING, INC.**

By:   
Karl Thomas, Shareholder

**MERKUR STEEL SUPPLY, INC.**

By:   
Karl Thomas, Shareholder