

553228



ACCOUNT NO. : 072100000032

REFERENCE : 603329 4729406

AUTHORIZATION :

COST LIMIT : \$ 87.50

Patricia Pizit

ORDER DATE : February 25, 2000

ORDER TIME : 2:44 PM

ORDER NO. : 603329-015

CUSTOMER NO: 4729406

CUSTOMER: Anne C. Mcabee, Paralegal
Sherman & Howard
Suite 3000
633 17th St.
Denver, CO 80202

EFFECTIVE DATE
2/27/00

FILED
00 FEB 28 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

AMERICAN BARGE AND BOAT
SERVICES, INC.

500003150915-16

INTO

FLATIRON STRUCTURES COMPANY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (2) CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: _____

merger

RECEIVED
00 FEB 28 PM 4:35
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

S. PAYNE MAR 7 2000

ARTICLES OF MERGER
Merger Sheet

MERGING:

AMERICAN BARGE & BOAT SERVICES, INC., a FL corp., S53228

INTO

FLATIRON STRUCTURES COMPANY. a Delaware corporation not qualified in
Florida

File date: February 28, 2000, effective February 29, 2000

Corporate Specialist: Susan Payne

Account number: 072100000032

Account charged: 87.50



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 29, 2000

CSC
Attn: Janna Wilson
Tallahassee, FL

SUBJECT: AMERICAN BARGE & BOAT SERVICES, INC.
Ref. Number: S53228

RESUBMIT

Please give original
submission date as file date.

We have received your document for AMERICAN BARGE & BOAT SERVICES, INC. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

The current name of the entity is as referenced above. Please correct your document accordingly.

The merger should contain the date of adoption by the shareholders or board of directors of the surviving corporation, FLATIRON STRUCTURES COMPANY. If shareholder approval was not required and only the adoption of the directors is required, please add a statement to that effect.

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) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 400A00010890

RECEIVED
00 MAR -3 PM 3:33
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 6, 2000

CSC
Attn: Janna Wilson
Tallahassee, FL

SUBJECT: AMERICAN BARGE & BOAT SERVICES, INC.
Ref. Number: S53228

Resubmit.

*please return as
soon as possible.
many thanks.*

We have received your document for AMERICAN BARGE & BOAT SERVICES, INC. and the authorization to debit your account in the amount of \$. However, the document has not been filed and is being returned for the following:

Per our phone conversation today, I am returning the merger. We need the approval for both corporations.

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) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 200A0001

RECEIVED
00 MAR -7 AM 10:36
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
FLATIRON STRUCTURES COMPANY
AND
AMERICAN BARGE & BOAT SERVICES, INC.**

FILED
00 FEB 28 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
2/29/00

Pursuant to the provisions of Florida law, Flatiron Structures Company does hereby execute and deliver the following statement of merger:

1. The names of the merging entities are Flatiron Structures Company, a Delaware corporation (the "Flatiron"), and American Barge & Boat Services, Inc., a Florida corporation ("ABBS").
2. The name of the surviving corporation is Flatiron Structures Company, a Delaware corporation, whose principal office is located at 10090 I-25 Frontage Road, Longmont, Colorado 80504.
3. The merger is to be effective as of 11:59 p.m., February 29, 2000.
4. This merger was approved by the Board of Directors of Flatiron Structures Company and shareholder approval was not required. The date of adoption by the directors is February 19, 2000. The merger was recommended and approved by the Board of Directors and approved by the sole shareholder of ABBS on February 29, 2000.
5. A copy of the Agreement and Plan of Merger is attached as Exhibit A.

FLATIRON STRUCTURES COMPANY

By: 

Name: Scott S. Lynn
Title: President and Chief
Executive Officer

AMERICAN BARGE & BOAT
SERVICES, INC.

By: 

Name: Scott S. Lynn
Title: President and Chief
Executive Officer

EXHIBIT A

THIS AGREEMENT AND PLAN OF MERGER is effective as of 11:59 p.m., February 29, 2000 (the "Effective Time") between Flatiron Structures Company, a Delaware corporation (the "Corporation"), and American Barge & Boat Services, Inc., a Florida corporation (the "ABBS").

1. At the Effective Time, ABBS shall, pursuant to the provisions of the Florida Business Corporation Act be merged with and into the Corporation which shall be the surviving corporation. At the Effective Time the separate existence of ABBS shall cease and the shares of stock outstanding shall be cancelled.
2. The certificate of incorporation of the Corporation in effect as of the Effective Time shall be the certificate of incorporation of the surviving corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Delaware General Corporation Law.
3. The current bylaws of the Corporation will be the bylaws of the surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the Delaware General Corporation Law.
4. The directors and officers of the Corporation as of the Effective Time shall continue to be the directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.
5. This Agreement and Plan of Merger shall be submitted to the vote of the shareholders of the Corporation in the manner prescribed by the provisions of the Delaware General Corporation Law and the sole shareholder of ABBS in the manner prescribed by the provisions of the Florida General Corporation Law.
6. The Corporation and ABBS hereby agree that upon approval by their shareholders of the Agreement and Plan of Merger, they will cause to be executed, filed and recorded any document or documents prescribed by the laws of the State of Delaware or the State of Florida and will cause to be performed all necessary acts to effectuate the merger.
7. The shareholders, the Board of Directors and the proper officers of the Corporation and ABBS shall do any and all acts and things, and make, execute, deliver, file and record any and all instruments, papers and documents which shall be or become necessary,

proper or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or the merger herein provided for.

FLATIRON STRUCTURES COMPANY

AMERICAN BARGE & BOAT
SERVICES, INC.

By: _____
Name: Scott S. Lynn
Title: Chief Executive Officer

By: _____
Name: Scott S. Lynn
Title: Chief Executive Officer