

Document Number Only

S94143

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

100002054741--7
-01/22/97--01120--004
*****35.00 *****35.00

Alloy Sales Company
merging into:

100002054741--7
-01/22/97--01120--005
*****35.00 *****35.00

Novamet Corporation

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Co. | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <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"/> Fic. 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 checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

FILED
97 JAN 22 AM 8:51
TALLAHASSEE, FL
SECRETARY OF STATE
Filing

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

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1-22

N. HENDRICKS JAN 24 1007

RECEIVED
97 JAN 22 PM 7:05
TALLAHASSEE, FL



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 23, 1997

CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: NOVAMET CORPORATION
Ref. Number: S94143

We have received your document for NOVAMET CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section THIRD of the Articles of Merger needs to specify who the merger was adopted by.

Article 3 of the Plan of Merger states "under the laws of Pennsylvania". This is a Florida corporation.

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 (904) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 897A00003310

**ARTICLES OF MERGER
Merger Sheet**

MERGING: -----

ALLOY SALES COMPANY, A FLORIDA CORPORATION, S94145.

INTO

NOVAMET CORPORATION, a Florida corporation, S94143.

File date: January 22, 1997

Corporate Specialist: Nancy Hendricks

STATE OF FLORIDA
ARTICLES OF MERGER
OF
ALLOY SALES COMPANY, A FLORIDA CORPORATION
INTO
NOVAMET CORPORATION, A FLORIDA CORPORATION

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97 JAN 22 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of merger:

FIRST: The plan of merger is as set forth on Exhibit "A" attached hereto.

SECOND: The effective date of the merger is December 31, 1996.

THIRD: The plan of merger was adopted by the shareholders of Alloy Sales Company, a Florida corporation, on the 31st day of December, 1996, and was adopted by the shareholders of Novamet Corporation, a Florida corporation, on the 31st day of December, 1996.

(a) The articles of incorporation of the surviving corporation will not differ (except for amendments enumerated in Section 607.1002) from its articles before the merger; and

(b) Each shareholder of the surviving corporation whose shares were outstanding immediately prior to the effective date of the merger will hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the merger.

Signed this 31st day of December, 1996.

NOVAMET CORPORATION

By: 
Peter J. Neuberg, President

ALLOY SALES COMPANY

By: 
Peter J. Neuberg, President

AGREEMENT AND PLAN OF MERGER

This is an Agreement and Plan of Merger, to be effective as of December 31, 1996, between NOVAMET CORPORATION, a Florida corporation ("NOVAMET"), and ALLOY SALES COMPANY, a Florida corporation ("ALLOY"). Both corporations are also sometimes referred to collectively as "the Constituent Corporations."

PURPOSE

The Boards of Directors of the Constituent Corporations deem it advisable for the general welfare and advantage of the Constituent Corporations and their shareholders that the Constituent Corporations merge into a single corporation pursuant to this Agreement and the applicable laws of the State of Florida. The Constituent Corporations desire to adopt this Agreement as a Plan of Reorganization and consummate the merger in accordance with the provisions of Section 368(a)(1)(A) of the Internal Revenue Code of 1986.

PROVISIONS

In consideration of the mutual covenants and conditions herein contained and intending to be legally bound hereby, the Constituent Corporations hereby agree as follows:

EXHIBIT "A"

ARTICLE I. State Laws. The Constituent Corporations presently exist under the laws of the State of Florida.

ARTICLE II. Merger. ALLOY shall be merged into NOVAMET under the applicable laws of the State of Florida. NOVAMET, shall be the surviving corporation and shall at the time be referred to as the "Surviving Corporation."

ARTICLE III. Principal Office. The principal office of the Surviving Corporation under the laws of Florida is 1101-6 South Rogers Circle, Boca Raton, Florida 33487.

ARTICLE IV. Effective Date. The merger provided for in this Agreement shall become effective at the close of business on December 31, 1996.

An executed counterpart of the Articles of Merger shall be filed with the State of Florida, to be effective December 31, 1996.

ARTICLE V. Governing Law: Articles of Incorporation. The laws which are to govern the Surviving Corporation are the laws of the State of Florida. The Articles of Incorporation of NOVAMET, shall be the Articles of Incorporation of the Surviving

Corporation from and after the Effective Date, subject always to the right of the Surviving Corporation to amend its Articles of Incorporation in accordance with the laws of the State of Florida. Such Articles of Incorporation, separate and apart from this Agreement, shall be and may be separately certified as the Articles of Incorporation of the Surviving Corporation.

ARTICLE VI. By-Laws. The By-Laws of the Surviving Corporation shall be the By-Laws of NOVAMET, as in effect on the Effective Date.

ARTICLE VII. Manner of Converting Shares; Capitalization. The mode of carrying the merger into effect and the manner and basis of converting the shares of NOVAMET and ALLOY into shares of the Surviving Corporation, forthwith upon the Effective Date, are as follows:

- (a) each share of common stock of ALLOY, which is issued and outstanding on the Effective Date, shall, by merger and without any action on the part of the holder hereof, be converted into one share of

NOVAMET common stock (hereinafter
"NOVAMET common stock"); and

(b) each certificate evidencing
ownership of shares of NOVAMET common
stock, issued and outstanding on the
Effective Date, shall continue to
evidence ownership of the same number
of shares of NOVAMET common stock.

ARTICLE VIII. Board of Directors and Officers.

Initially, and until the election and qualification of their respective successors, the members of the Board of Directors of the Surviving Corporation shall be the Board of Directors of NOVAMET in office on the Effective Date. Initially, the elected officers of the Surviving Corporation, who shall continue in office at the pleasure of the Board of Directors of the Surviving Corporation, shall be the elected officers of NOVAMET on the Effective Date.

ARTICLE IX. Effect of the Merger. Upon the merger becoming effective, the separate existence of ALLOY shall cease and it shall be merged with and into the Surviving Corporation. All the property, real, personal and mixed, of ALLOY and all of its debts due on whatever account, including subscriptions to

shares and other choses in action belonging to it, shall be taken and deemed to be transferred to and vested in the Surviving Corporation, without further act or deed. The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities, including liabilities to dissenting shareholders, obligations and penalties of ALLOY, but the liabilities of ALLOY or of its shareholders, directors or officers shall not be affected, nor shall the rights of the creditors thereof or of any person dealing therewith, or any liens upon the property of ALLOY be impaired by the merger; and any claim existing or action or proceeding, civil or criminal, pending by or against ALLOY may be prosecuted to judgment as if the merger had not taken place or the Surviving Corporation may be proceeded against or be substituted in its place, and any judgments rendered against ALLOY may be enforced against the Surviving Corporation.

ALLOY hereby agrees, to the extent permitted by law, from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver, or cause to be executed and delivered, all such deeds and instruments, and to take, or cause to be taken, such further or other action as the surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to, and possession of, any property of ALLOY acquired or to

be acquired by reason of or as a result of the merger provided for herein, and otherwise to carry out the intent and purposes hereof, and the proper officers and directors of ALLOY, and the proper officers and directors of the Surviving Corporation are hereby authorized, in the name of ALLOY or otherwise, to take any and all such action.

ARTICLE X. Termination. This Agreement may be terminated and the merger provided for hereby abandoned:

- (a) by the Board of Directors of ALLOY if any of the conditions provided in Article XVIII have not been met and have not been waived; or
- (b) by the Board of Directors of NOVAMET if any of the conditions provided in Article XVII have not been met and have not been waived.

ARTICLE XI. Amendment. Either prior or subsequent to any meeting of the shareholders of the Constituent Corporations to be held to approve the provisions of this Agreement, this Agreement may be amended or modified in any respect by the officers of the Constituent Corporations by an agreement, in

writing, executed in the same manner as this Agreement, after authorization to do so by the Board of Directors of the Constituent Corporations.

WITNESS the due execution hereof as of the day and year first above written.

ATTEST:

ALLOY SALES COMPANY

By

Secretary

President

ATTEST:

NOVAMET CORPORATION

By

Secretary

President