

Y38327

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
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Attn: Jeff Netherton

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-12/14/99--01052--020
*****70.00 *****70.00

CORPORATION(S) NAME

Merger
SMC Acquisition Corp., Inc. **EFFECTIVE DATE**
Merging: Steelcote Manufacturing Company 12/31/99

<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
<hr/>		
<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		

Name _____
Availability 12/15/99 12/14/99
Document _____
Examiner ADK
Updater ADK
Verifier _____
Acknowledgement _____
W.P. Verifier _____

FILED
99 DEC 14 PM 12:53
TALLAHASSEE, FLORIDA
RECEIVED
99 DEC 14 PM 12:06
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING:

STEELCOTE MANUFACTURING COMPANY, a Florida corporation V38327
,

INTO

SMC ACQUISITION CORP., INC., a Missouri corporation not qualified in
Florida.

File date: December 14, 1999, effective December 31, 1999

Corporate Specialist: Annette Ramsey

EFFECTIVE DATE

12/31/99

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

SMC Acquisition Corp., Inc.

Missouri

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

Name

Jurisdiction

Steelcote Manufacturing Company

Florida

FILED
99 DEC 14 PM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Third: The Plan of Merger is attached.

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

OR ____/____/____ (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 December 6, 1999.

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 December 6, 1999.

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)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

SMC Acquisition Corp., Inc.

**Steelcote Manufacturing
Company**

John Milner, President

John Milner, President

EXHIBIT A

PLAN AND AGREEMENT OF MERGER

OF

STEELCOTE MANUFACTURING COMPANY

(a Florida Corporation)

INTO

SMC ACQUISITION CORP., INC.

(a Missouri Corporation)

WHEREAS, STEELCOTE MANUFACTURING COMPANY, a Florida corporation qualified to do business in Missouri, and SMC ACQUISITION CORP., INC., a Missouri corporation, believe it to be in the best interests of said corporations that a Plan and Agreement of Merger pursuant to the provisions of The General and Business Corporation Law of Missouri and the Florida Business Corporation Act be entered into, subject to the approval of the respective boards of directors and shareholders of each of said corporations; and

WHEREAS, the merger contemplated hereby is intended to qualify as a reorganization under Section 368(a)(1)(D) of the Internal Revenue Code of 1986, as amended, being a change in place of organization, effected through a statutory merger;

NOW, THEREFORE, subject to the approval of the respective boards of directors and shareholders of each corporation, it is agreed that STEELCOTE MANUFACTURING COMPANY shall be merged into SMC ACQUISITION CORP., INC. under the laws of the States of Missouri and Florida, pursuant to the following plan of merger:

1. The names of the corporations proposing to merge are STEELCOTE MANUFACTURING COMPANY, a Florida corporation qualified to do business in Missouri, and SMC ACQUISITION CORP., INC., a Missouri corporation. SMC ACQUISITION CORP., INC. shall be the surviving corporation and is designated herein as the "Surviving Corporation."

2. The terms and conditions of the proposed merger and the mode of carrying the same into effect are as follows:

(a) Each share of the common capital stock of STEELCOTE MANUFACTURING COMPANY outstanding on the effective date shall be exchanged for one (1) share of common capital stock of the Surviving Corporation.

(b) Inasmuch as the sole shareholder of Acquisition is STEELCOTE MANUFACTURING COMPANY, each share of common capital stock of Acquisition outstanding on the effective date shall be extinguished, cancelled, and retired and the

certificates representing such shares of common stock of Acquisition shall be marked with the words "Extinguished In Merger", together with the date thereof.

(c) Upon the effective date of the merger, the separate existence of STEELCOTE MANUFACTURING COMPANY shall cease, and STEELCOTE MANUFACTURING COMPANY shall be merged into SMC ACQUISITION CORP., INC., the Surviving Corporation which will change its name to Steelcote Manufacturing Company, in accordance with the provisions of this Plan and Agreement of Merger.

(d) Upon said effective date, all of the property, rights, privileges, and franchises of whatsoever nature and description of STEELCOTE MANUFACTURING COMPANY shall be vested in and shall devolve unto SMC ACQUISITION CORP., INC. without further act or deed. The parties shall execute and deliver confirmatory deeds, assignments, or other instruments of transfer, if deemed necessary by SMC ACQUISITION CORP., INC., to evidence such transfer or devolution of such property, right, privilege, or franchise, which shall be executed and delivered in the name of STEELCOTE MANUFACTURING COMPANY by the last acting officers thereof or by the corresponding officers of SMC ACQUISITION CORP., INC. Upon said effective date, all property, rights, privileges, powers, franchises, and every other interest in property of each corporation hereto shall thereafter effectively be the property of the Surviving Corporation. The title to any real or personal property vested in either of said corporations shall in no way be impaired by reason of this merger.

(e) All rights of creditors and all liens upon the property of either of the corporations a party to this merger shall be preserved unimpaired, and all debts, liabilities, and duties of STEELCOTE MANUFACTURING COMPANY shall thenceforth attach to SMC ACQUISITION CORP., INC. and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it.

3. The merger shall qualify as a tax-free reorganization under Section 368(a)(1)(D) of the Internal Revenue Code of 1986, as amended, effected through a statutory merger and all necessary and appropriate actions shall by the execution hereof be deemed taken to comply therewith.

4. The Articles of Incorporation of the Surviving Corporation shall be amended by deleting Article One and inserting in lieu thereof: "The name of the corporation is: Steelcote Manufacturing Company".

5. The members of the Board of Directors and the officers of SMC ACQUISITION CORP., INC. immediately prior to the effective date of the merger shall be the members of the Board of Directors and the officers, respectively, of the Surviving Corporation, and they shall continue to hold office until their respective successors shall have been elected and have qualified, pursuant to the bylaws of the Surviving Corporation.

6. The registered agent and registered office of SMC ACQUISITION CORP., INC. immediately prior to the effective date of the merger shall be the registered agent and registered office of the Surviving Corporation, unless and until the same shall be changed by the Board of Directors of the Surviving Corporation.

7. The Bylaws of SMC ACQUISITION CORP., INC. in effect immediately prior to the effective date of the merger shall be the Bylaws of the Surviving Corporation, unless and until the same shall be altered, amended, or repealed, or until new Bylaws shall be adopted in accordance with the provisions thereof or the Articles of Incorporation of the Surviving Corporation.

8. The principal office of the Surviving Corp. shall be located at One Steelcote Square, St. Louis, MO 63103-2990.

9. The assets of STEELCOTE MANUFACTURING COMPANY shall be taken up and continued on the books of the Surviving Corporation at the values thereof as the same appear on the books of STEELCOTE MANUFACTURING COMPANY immediately prior to the effective date of the merger.

10. The Surviving Corporation is deemed to have appointed the Secretary of State of Florida as its agent for service of process in any proceeding to enforce any obligation of STEELCOTE MANUFACTURING COMPANY or the rights of dissenting shareholders of STEELCOTE MANUFACTURING COMPANY.

11. The Surviving Corporation shall promptly pay to any dissenting shareholders of STEELCOTE MANUFACTURING COMPANY the amount, if any, to which they are entitled under Section 607.1302, Florida Statutes.

12. All expenses incident to the merger shall be paid by the Surviving Corporation.

13. All transactions contemplated hereunder shall be effective as of December 31, 1999, for tax and accounting purposes.

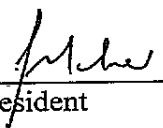
14. This Plan and Agreement of Merger shall be submitted to a vote of the respective Boards of Directors and shareholders for their respective approval, as required by law as soon as is practicable.

IN WITNESS WHEREOF, this Plan and Agreement of Merger has been executed in duplicate as of this 20th day of October, 1999.


6th Day of December 1999.

STEELCOTE MANUFACTURING COMPANY, a
Florida Corporation

[SEAL]

By: 
John Milner, President

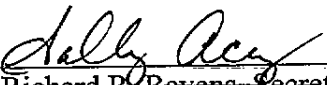
ATTEST:


Barbara Steller, Secretary

SMC ACQUISITION CORP., INC., a Missouri
Corporation

By: 
John Milner, President

ATTEST:


~~Richard R. Ravens, Secretary~~
Sally Acey, Assistant Secretary