

V54369

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

PTC MERGER CORP., a Florida corporation, P97000039078

INTO

**PRO-TEC CONTAINERS, INC.**, a Florida corporation, V54369.

File date: May 12, 1997

Corporate Specialist: Joy Moon-French

CONTACT:

V54369 87873

OFFICE USE ONLY (Document #)

UCC FILING & SEARCH SERVICES, INC.

(Requestor's Name)

526 EAST PARK AVENUE

(Address)

TALLAHASSEE FL 32301

(City, State, Zip)

(904) 681-6528

(Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1 PTC Mages Corp & Pro Tec Containers Inc. (Corporation Name) (Document #) 200002175132--4

2 (Corporation Name) (Document #) -05/12/97--01084--011 \*\*\*\*\*70.00 \*\*\*\*\*70.00

NEED TODAY

3 (Corporation Name) (Document #)

4 (Corporation Name) (Document #)

NEED TODAY

Walk In

Pick Up Time

Mail Out

Will Wait

Photocopy

Certified Copy

Certificate of Status

Certificate of Good Standing

ARTICLES ONLY

ALL CHARTER DOCS

Certificate of FICTITIOUS NAME

FICTITIOUS NAME SEARCH

CORP SEARCH

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R A, Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark

5/13 9:05 AM  
Merger

97 MAY 12 PM 1:06  
97 MAY 12 PM 4:20  
FILED  
TALLAHASSEE, FLORIDA

HOLD FOR PICKUP BY UCC SERVICES



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 12, 1997

UCC FILING & SEARCH SERVICES

TALLAHASSEE, FL

SUBJECT: PRO-TEC CONTAINERS, INC.  
Ref. Number: V54369

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY 12 PM 4:20

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

The name of the person signing on behalf of PRO-TEC CONTAINERS, INC. must be typed or printed beneath the signature.

Number two of the Plan of Merger states "The Articles of Incorporation of the non-surviving corporation ... shall be the Articles of Incorporation of said surviving corporation..."; Restated Articles of Incorporation must be attached to the merger documents setting forth the amendments to the surviving corporation.

Number four of the Plan of Merger indicates that the directors and officers of the non-surviving corporation shall become the "first" directors and officers of the surviving corporation --- these directors/officers must be listed with street addresses. Do not use the word "first" when referring to the new directors/officers as these are not the individuals designated at the time of incorporation of the surviving corporation.

Page two of the Plan of Merger is not acceptable for microfilming, please replace this page of the document.

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) 487-6957.

Joy Moon-French  
Corporate Specialist

Letter Number: 497A00025256

ARTICLES OF MERGER

OF

PTC MERGER CORP.

AND

PRO-TEC CONTAINERS, INC.

FILED

97 MAY 12 PM 4:20

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Secretary of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic corporations herein named do hereby adopt the following articles of merger.

FIRST: Annexed hereto and made a part hereof is the Plan of Merger for merging PTC Merger Corp. with and into PRO-TEC Containers, Inc. as approved and adopted by written consent of the shareholders of PTC Merger Corp. entitled to vote thereon given as of May 7, 1997, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act, and as approved and adopted by written consent of the sole shareholder of PRO-TEC Containers, Inc. entitled to vote thereon given as of May 7, 1997, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

SECOND: PRO-TEC Containers, Inc. will continue its existence as the surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act.

Executed on this 9<sup>th</sup> day of May, 1997.

PTC MERGER CORP.

By: 

Name: Robert S. Hoffland

Title: President

PRO-TEC CONTAINERS, INC.

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

ARTICLES OF MERGER

OF

PTC MERGER CORP.

AND

PRO-TEC CONTAINERS, INC.

To the Secretary of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic corporations herein named do hereby adopt the following articles of merger.

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SECOND: PRO-TEC Containers, Inc. will continue its existence as the surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act.

Executed on this 9<sup>th</sup> day of May, 1997.

PTC MERGER CORP.

By: \_\_\_\_\_  
Name:  
Title:

PRO-TEC CONTAINERS, INC.

By: Treesa Spencer  
Name: Treesa Spencer  
Title: President

PLAN OF MERGER adopted by PTC Merger Corp., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on May 7, 1997, and adopted by PRO-TEC Containers, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on May 7, 1997. The names of the corporations planning to merge are PTC Merger Corp., a business corporation organized under the laws of the State of Florida, and PRO-TEC Containers, Inc., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which PTC Merger Corp. plans to merge is PRO-TEC Containers, Inc.

1. PTC Merger Corp. and PRO-TEC Containers, Inc. shall, pursuant to the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, PRO-TEC Containers, Inc., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of PTC Merger Corp., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and upon such effective date shall be amended and restated to read in its entirety as set forth in Exhibit A hereto, and as so amended and restated shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the non-surviving corporation will be the bylaws of said 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 provisions of the Florida Business Corporation Act.

4. The directors and officers listed in the Amended and Restated Articles of Incorporation of PRO-TEC Containers, Inc. as set forth in Exhibit A hereto shall be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. (a) Each share of common stock, par value \$1.00 per share, of the surviving corporation (the "Original Surviving Company Stock") then issued and outstanding shall, upon the effective date of the merger, automatically be converted into the right to receive, upon due and proper surrender of the certificate representing it, that number of shares of common stock, par value \$.01 per shares, of Lukens Medical Corporation ("Lukens") as shall be determined, adjusted, and deliverable in accordance with, and subject to the terms

and conditions of, that certain Agreement of Merger and Reorganization, among Lukens, the surviving corporation, the non-surviving corporation and Treesa Spencer.

(b) Each share of common stock, par value \$1.00 per share, of the non-surviving corporation then issued and outstanding shall, upon the effective date of the merger, be converted into, and Lukens as the holder thereof shall receive, one share of common stock, par value \$1.00 per share, of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation and to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation and by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and the Board of Directors and the proper officers of the surviving corporation, respectively, are hereby authorized and empowered to do any and all acts and things, and to make, execute, deliver, file and/or 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 Plan of Merger or of the merger herein provided for.

**EXHIBIT A**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF PRO-TEC CONTAINERS, INC.**

*Pursuant to the authority set forth in Section 607.1007 of the Florida Business Corporation Act, the following is the Amended and Restated Articles of Incorporation of PRO-TEC Containers, Inc.:*

**FIRST:** The name of the corporation shall be PRO-TEC Containers, Inc.

**SECOND:** The principal place of business and mailing address of this corporation shall be 3820 Academy Parkway North, NE, Albuquerque, New Mexico 87109.

**THIRD:** The duration of the corporation shall be perpetual.

**FOURTH:** The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock, par value \$1.00 per share.

**FIFTH:** The names and addresses of the officers and director of the corporation are as follows:

**Director:**

Robert S. Huffstodt      3820 Academy Parkway North, NE  
Albuquerque, NM 87109-4409

**Officers:**

President      Robert S. Huffstodt      3820 Academy Parkway North, NE  
Albuquerque, NM 87109-4409

V.P./Asst. Secy      Scott Henderson      3820 Academy Parkway North, NE  
Albuquerque, NM 87109-4409

**SIXTH:** The name and address of the registered agent is NRAI Services, Inc., 526 E. Park Avenue, Tallahassee, FL 32301.

**SEVENTH:** The corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, and in the manner provided for in the By-Laws, indemnify any and all persons whom it shall have power to indemnify under said provisions.

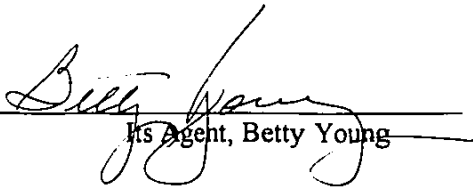


**ACCEPTANCE OF REGISTERED AGENT DESIGNATED**  
**IN AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**

PRO-TEC Containers, Inc.

NRAI Services, Inc., a Florida corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

NRAI Services, Inc.

By:   
Its Agent, Betty Young