

843777

TRANSMITTAL LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: Andritz - Ahlstrom Inc.  
(Name of corporation)

DOCUMENT NUMBER: 843777

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Deborah B. Zink  
(Name of person)

Andritz (USA) Inc.  
(Name of firm/company)

10745 Westside Parkway  
(Address)

Alpharetta GA 30004  
(City/state and zip code)

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-01/14/02--01042--008  
\*\*\*\*\*87.50 \*\*\*\*\*43.75

For further information concerning this matter, please call:

Deborah B. Zink at (770) 640-2591  
(Name of person) (Area code & daytime telephone number)

Mailing Address:  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Street Address:  
Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

FILED  
02 JAN 14 PM 2:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

1. Andritz - Ahlstrom Inc.  
(Name of corporation as it appears on the records of the Department of State)
2. Delaware 3. July 11, 1979  
(Incorporated under laws of) (Date authorized to do business in Florida)

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? January 2, 2002

5. Andritz Inc.  
(Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

6. If the amendment changes the period of duration, indicate new period of duration.

\_\_\_\_\_  
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

\_\_\_\_\_  
(New jurisdiction)

Deborah B. Zink, Asst. Secretary  
(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Deborah B. Zink  
(Typed or printed name)

January 8, 2002  
(Date)

Asst. Secretary  
(Title)

**FILED**  
02 JAN 14 PM 2:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# Delaware

PAGE 1

*The First State*

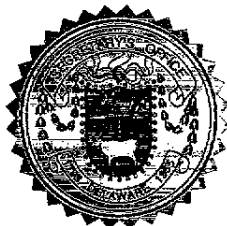
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ANDRITZ INC.", A OHIO CORPORATION,

"INDUSTRIAL WELDING (OF SWEDEN), INC.", A CALIFORNIA CORPORATION,

"TECHNOSTAAL SCHOUTEN, INC.", A KANSAS CORPORATION,

WITH AND INTO "ANDRITZ-AHLSTROM INC." UNDER THE NAME OF "ANDRITZ INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF JANUARY, A.D. 2002, AT 8:30 O'CLOCK A.M.



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020012455

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1546783

DATE: 01-08-02

FROM RL&F#1

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STATE OF DELAWARE  
SECRETARY OF STATE 2  
DIVISION OF CORPORATIONS  
FILED 08:30 AM 01/02/2002  
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CERTIFICATE OF MERGER  
OF  
ANDRITZ INC.,  
INDUSTRIAL WELDING (OF SWEDEN), INC.,  
AND  
TECHNOSTAAL SCHOUTEN, INC.  
WITH AND INTO  
ANDRITZ-AHLSTROM INC.

(Under Section 252 of the General  
Corporation Law of the State of Delaware)

Andritz-Ahlstrom Inc., a Delaware corporation (the "Company"), hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations is as follows:
  - (a) Andritz Inc., an Ohio corporation;
  - (b) Industrial Welding (of Sweden), Inc., a California corporation;
  - (c) Technostaal Schouten, Inc., a Kansas corporation; and
  - (d) Andritz-Ahlstrom Inc., a Delaware corporation.
2. The Agreement and Plan of Merger (the "Agreement and Plan of Merger"), dated as of January 1, 2002, among Andritz Inc., Industrial Welding (of Sweden), Inc., Technostaal Schouten, Inc. and the Company has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 (and, with respect to the Company, Section 228) of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation is Andritz-Ahlstrom Inc. (the "Surviving Corporation"). The name of the Surviving Corporation shall be amended in the merger to be "Andritz Inc."
4. The Restated Certificate of Incorporation of the Company as in effect immediately prior to the merger shall be amended in the merger to read in its entirety as set forth in Annex 1 hereto and, as so amended, shall be the Restated Certificate of Incorporation of the Surviving Corporation
5. The executed Agreement and Plan of Merger is on file at an office of the Surviving Corporation at 10745 Westside Parkway, Alpharetta, Georgia 30004.

6. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

7. The authorized capital stock of each constituent corporation which is not a Delaware corporation is as follows:

Name	Designation	Number of shares	Par value
Andritz Inc., an Ohio corporation	common	500,000	\$1.00
Industrial Welding (of Sweden), Inc., a California corporation	Common	100,000	no par
Technostaal Schouten, Inc., a Kansas corporation	common	30,000	\$1.00

8. This Certificate of Merger and the merger provided for herein shall become effective upon filing with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the Company has caused this Certificate to be signed as of the 1st day of January, 2002.

ANDRITZ-AHLSTROM INC.

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

  
Bjorn Selbekk, President

ANNEX 1  
RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
ANDRITZ INC.

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FIRST: The name of the corporation is ANDRITZ INC.

SECOND: The registered office in the State of Delaware is located at 1209 Orange Street, in the City of Wilmington, County of New Castle, Zip Code 19801. The name of its registered agent is The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The corporation shall be authorized to issue one class of stock to be designated Common Stock. The total number of shares that the corporation shall have authority to issue is one thousand (1,000) shares of Common Stock, par value \$.01 per share. The holders of the Common Stock shall have no preemptive right to subscribe for any shares of any class or series of stock of the corporation or any securities of the corporation convertible into such stock.

FIFTH: The Board of Directors may make Bylaws and from time to time may alter, amend or repeal any Bylaws.

SIXTH: The corporation reserves the right to amend, alter, change or repeal any provisions contained in this Restated Certificate of Incorporation in the manner now or hereafter prescribed by statute.

SEVENTH: The directors of the corporation shall be protected from personal liability, through indemnification or otherwise, to the fullest extent permitted under the General Corporation Law of the State of Delaware as from time to time in effect.

1. A director of the corporation shall under no circumstances have any personal liability to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except to the extent such exception from liability or limitation thereof is not permitted by the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended. The modification or repeal of this paragraph 1 of this Article SEVENTH shall not affect the restriction hereunder of a director's personal liability for any act or omission occurring prior to such modification or repeal.

2. The corporation shall indemnify each director and officer of the Corporation to the fullest extent permitted by applicable law, except as may be otherwise provided in the Corporation's Bylaws, and in furtherance hereof the Board of Directors is expressly authorized to amend the Corporation's Bylaws from time to time to give full effect hereto, notwithstanding possible self-interest of the Directors in the action being taken. The modification or repeal of this paragraph 2 of this Article SEVENTH shall not adversely affect the right to indemnification of any director or officer hereunder with respect to any act or omission occurring prior to such modification or repeal.