

G 59017

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MERGER OR SHARE EXCHANGE

FABCO METAL PRODUCTS, INC.

Certificate of Status	0
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RRB 2-5
Merger

6

ARTICLES OF MERGER
Merger Sheet

MERGING:

FABCO METAL PRODUCTS, INC., a Florida corporation, document number
G59017

INTO

FABCO METAL PRODUCTS, INC., a Delaware entity not qualified in Florida.

File date: February 5, 2002

Corporate Specialist: Karen Gibson

ARTICLES OF MERGER
(Profit Corporations)

H02000030241

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:

<u>Name</u>	<u>Jurisdiction</u>
<u>Fabco Metal Products, Inc.</u>	<u>Delaware</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Fabco Metal Products, Inc.</u>	<u>Florida</u>
_____	_____
_____	_____
_____	_____
_____	_____

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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 20, 2001

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 20, 2001

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)

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PLAN OF MERGER

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A. Corporations Participating in Merger.

Fabco Metal Products, Inc., a Florida corporation (the "Merging Corporation"), will merge into Fabco Metal Products, Inc., a Delaware corporation, which will be the surviving corporation (the "Surviving Corporation").

B. Name of the Surviving Corporation.

After the Merger, the Surviving Corporation will have the name "Fabco Metal Products, Inc."

C. Merger.

The merger of the Merging Corporation into the Surviving Corporation will be effected pursuant to the terms and conditions of this Plan. Upon the merger's becoming effective, the corporate existence of the Merging Corporation will cease, and the corporate existence of the Surviving Corporation will continue. The time when the merger becomes effective is hereinafter referred to as the "Effective Time".

D. Conversion and Exchange of Shares.

At the Effective Time, the outstanding shares of the corporations participating in the merger will be converted and exchanged as follows:

1. Surviving Corporation. The outstanding shares of the Surviving Corporation will not be converted, exchanged or altered in any manner as a result of the merger and will remain outstanding as shares of the Surviving Corporation.
2. Merging Corporation. Each outstanding share of the Merging Corporation will be converted into and exchanged for one (1) share of the Surviving Corporation.
3. Fractional Shares. No fractional shares will be issued. Any shareholder of the Merging Corporation who would otherwise be entitled to receive five-tenths (0.5) or more of a share will instead receive an additional whole share, and any shareholder who would otherwise be entitled to less than five-tenths (0.5) of a share will not receive any consideration for such fractional interest.
4. Surrender of Share Certificates. Each holder of a certificate representing shares to be converted and exchanged in the merger will surrender such certificate and after the Effective Time will be entitled to receive in exchange therefore a certificate or certificates representing the number of shares to which he or she is entitled under this Plan. Until so surrendered, each outstanding certificate prior to

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the Effective Time representing shares of the Merging Corporation will be deemed for all purposes to evidence ownership of the consideration to be issued for such shares under this Plan.

E. *Abandonment.*

After approval of this Plan by the shareholders of the Merging Corporation and the Surviving Corporation, and at any time prior to the merger's becoming effective, the Board of Directors of the Surviving Corporation may, in its discretion, abandon the merger.

F. *Effective Date.*

The merger will become effective at 12:01am on December 30, 2001.

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