

P01135

ARTICLES OF MERGER
Merger Sheet

MERGING:

MIMA, INC., a Florida corporation (Document #628394)

into

ILLINOIS TOOL WORKS INC., a Delaware corporation P01135

File date: November 21, 1996 , effective December 31, 1996

Corporate Specialist: Louise Flemming-Jackson

Document Number Only

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

000002008190--7
-11/19/96--01113--024
*****35.00 *****35.00

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*****35.00 *****35.00

MIMA, Inc. merging into:
Illinois Tool Works Inc.

96 NOV 21 PM 3:27
TALLAHASSEE, FLORIDA

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N. HENDRICKS NOV 21 1996

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DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 19, 1996

CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: MIMA, INC.
Ref. Number: 628394

We have received your document for MIMA, 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):

If shareholder approval was not required by the surviving corporation, a statement to that effect must be contained in the document. (see #6 of the articles of merger)

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: 096A00052645

EFFECTIVE DATE

12-31-1996

ARTICLES OF MERGER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

<u>Name of corporation</u>	<u>State/Country of Incorporation</u>
Mima, Inc.	Florida
Illinois Tool Works Inc.	Delaware

SECOND: The laws of the state or country under which such foreign corporation is organized permit such merger and such foreign corporation is complying with those laws in effecting the merger.

THIRD: The foreign corporation complies with Section 607.1105 F.S. (as set forth below) if it is the surviving corporation of the merger; and each domestic corporation complies with the applicable provisions of Sections 607.1101 - 607.1104 F.S.

FOURTH: The plan of merger is attached hereto as Exhibit A.

FIFTH: The effective date of the certificate of merger shall be the close of business on the 31st day of December 1996.

SIXTH: The plan of merger was adopted by the shareholders and the Board of Directors of Mima, Inc. and the Board of Directors of Illinois Tool Works Inc. on the 4th day of November 1996. Shareholder approval of the surviving corporation was not required.

Signed as of November 4, 1996

MIMA, INC.

ILLINOIS TOOL WORKS INC.

By: Stewart S. Hudnut
Stewart S. Hudnut
Vice President & Secretary

By: Stewart S. Hudnut
Stewart S. Hudnut
Sr. Vice President & Secretary

AGREEMENT OF MERGER
MERGING
MIMA, INC.
A Florida Corporation
INTO
ILLINOIS TOOL WORKS INC.
A Delaware Corporation

AGREEMENT OF MERGER, dated this 4th day of November 1996, made by and between *Mima, Inc.*, a corporation organized and existing under the laws of the State of Florida, and *Illinois Tool Works Inc.*, a corporation organized and existing under and by virtue of the laws of the State of Delaware.

WITNESSETH that:

WHEREAS, the board of directors of each of said corporations, parties hereto, to the end that greater efficiency and economy in the management of the business carried on by each corporation may be accomplished and in consideration of the mutual agreements of each corporation as set forth herein, do deem it advisable and generally to the advantage and welfare of said corporations and their respective stockholders and shareholders that *Mima, Inc.* be merged into *Illinois Tool Works Inc.* and

WHEREAS, the provisions of Section 252 of the Delaware Corporation Law, authorizes a Domestic and Foreign corporation to merge into a single corporation, and Section 607.1107 of the Florida Business Corporation Act authorizes Foreign and Domestic corporations to merge,

NOW, THEREFORE, the corporations, parties to this agreement, have agreed and do hereby agree as follows:

FIRST: *Mima, Inc.*, organized and existing under the laws of the State of Florida, shall be and hereby is merged into *Illinois Tool Works Inc.*, organized and existing under the laws of the State of Delaware, and said *Illinois Tool Works Inc.* hereby merges into itself said *Mima, Inc.* (hereinafter in this agreement referred to as the "disappearing corporation"); said *Illinois Tool Works Inc.* shall be the continuing and surviving corporation (hereinafter in this agreement referred to as the "surviving corporation") and shall be governed by Delaware Corporation Law.

SECOND: The manner of converting the outstanding shares of capital stock of each of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows:

(a) Each share of common stock of the Disappearing Corporation which shall be outstanding on the effective date of this merger, shall be canceled and no longer outstanding and the surviving corporation shall receive no compensation for the canceled shares.

(b) The shares of the Surviving Corporation outstanding on the effective date of this merger shall not be changed or converted as a result of this merger, but shall remain outstanding as shares of the Surviving Corporation.

THIRD: The terms and conditions of the merger are as follows:

(a) The By-Laws of the Surviving Corporation as they shall exist on the effective date of this merger shall be and remain the By-Laws of the Surviving Corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of the Surviving Corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective upon filing with the Secretary of State of Delaware and Florida. However, for all accounting purposes, the effective date of the merger shall be as of the close of business on December 31, 1996.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Disappearing Corporation shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and the Disappearing Corporation shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Disappearing Corporation respectively. The Disappearing Corporation hereby agrees 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 the Disappearing Corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the Disappearing Corporation and the proper officers and directors of the Surviving Corporation are fully authorized in the name of

the merged corporation or otherwise to take any and all such action.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this agreement may be abandoned by either party, by appropriate resolution of its Board of Directors at any time prior to the date of filing this Agreement or by mutual consent of the parties by appropriate resolution of their respective Boards of Directors, at any time prior to the effective date of this merger.

FIFTH: Upon the date when this agreement shall become effective, the separate existence of Mima, Inc. shall cease and the said, Mima, Inc. shall be merged into the surviving corporation in accordance with this agreement of merger.

The surviving corporation shall be possessed of all assets and property of every description, and every interest therein, wherever located, and the rights, privileges, immunities, powers, franchises, and authority, of a public as well as a private nature, of each of the constituent corporations, and all obligations belonging to or due to each of the constituent corporations, all of which shall be vested in the surviving corporation without further act or deed. Title to any real estate or any interest therein vested in any constituent corporation shall not revert or in any way be impaired by reason of such merger or consolidation;

The surviving corporation shall be liable for all the obligations of each constituent corporation, including liability to dissenting shareholders;

All the rights of creditors of each constituent corporation are preserved unimpaired, and all liens upon the property of any constituent corporation are preserved unimpaired, on only the property affected by such liens immediately prior to the effective date of the merger or consolidation.

IN WITNESS WHEREOF, the parties to this agreement have caused this agreement to be executed by the Vice President and Secretary of each of the corporations, by authority of the directors of each corporation, as the respective agreement of each of said corporations, on this 4th day of November 1996.

MIMA, INC.

By: _____

Michael J. Robinson
Vice President & Treasurer

By: _____

Stewart S. Hudnut
Vice President & Secretary

ILLINOIS TOOL WORKS INC.

By: _____

Michael J. Robinson
Vice President & Treasurer

By: _____

Stewart S. Hudnut
Sr. Vice President & Secretary

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Corporate Specialist: Louise Flemming-Jackson