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Articles of Merger

Filed 6/14/85

(original on film has wrong file date)

6 pgs.

P06160

C T CORPORATION SYSTEM



June 10, 1985

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DATE 01-11-01 BY 60322/UC/BAW/STP

Department of State
Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

Gentlemen:

RE: BALLWIN-WASHINGTON INC. (MISSOURI DOM.)
Merging: PROJECT 1178, INC. (FLA. DOM.)

AC 14205-5

Pursuant to the instructions of counsel, we enclose the following for filing on behalf of the above corporation, which is authorized to do business in your state:

Articles of Merger.

*Executed Merge
Copy*

Please forward the usual evidence of filing to this office. Check in payment of the required fees is enclosed.

Very truly yours,

C T CORPORATION SYSTEM

Ellen Kiernan
Ellen Kiernan
Service Division

EK:yp
Enc.

COUNSEL: Charles O'Connor, Atty.
Echlin Inc.
P.O. Box 451
Branford, CT 06405

FILED
 June 14 9 57 AM '85
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Name	6-13-85
Availability	
Department	
Exp. Date	
Updater	
Updater	SRZ
Verifier	
Acknowledgement	BJH
W. P. Verifier	

SPECIAL INSTRUCTIONS

C. TAX	
FILING	30
C. COPY	
R. A. FEE	
P. COPY	
SEARCH	
TOTAL	30
BALANCE DUE	
RECEIVED	

MERGER - A FLORIDA CORPORATION INTO A FOREIGN
CORPORATION QUALIFIED IN FLORIDA

PROJECT 1178, INC.
(Charter #H37982)

-----merging into-----

BALLWIN-WASHINGTON INC., a Missouri corporation

Surviving Charter Number: P06160

Filing Date: June 14, 1985__

DOMESTIC CORPORATION AND FOREIGN CORPORATION

ARTICLES OF MERGER

The undersigned corporations, pursuant to Section 60 of the Florida General Corporation Act hereby execute the following Articles of Merger:

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

NAME OF CORPORATION	STATE OF INCORPORATION
Ballwin-Washington Inc.	Missouri
Project 1178, Inc.	Florida

SECOND: The laws of the state under which such foreign corporation is organized permit such merger.

THIRD: The name of the surviving corporation is Ballwin-Washington Inc. and it shall be governed by the laws of the State of Missouri.

FOURTH: The Plan of Merger is as follows:

(1) Merger.

Project 1178, Inc., the merging corporation shall merge into Ballwin-Washington, Inc., the surviving corporation.

(2) Terms and Condition.

In consideration of the merger all of the issued and outstanding shares of the merging corporation, which is a wholly owned subsidiary of the surviving corporation, shall be cancelled.

(3) No Conversion of Shares.

(a) Each share of common stock of Ballwin-Washington Inc. issued and outstanding on the effective date shall remain issued and outstanding.

(b) Each share of common stock of Project 1178, Inc. issued and outstanding on the effective date shall be deemed cancelled and shall thereafter have no force or effect.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 14 9 57 AM '85

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(4) Other Provisions.

The officers and directors of Ballwin-Washington Inc. shall continue to be the officers and directors of Ballwin-Washington Inc. as the surviving corporation until their successors are chosen.

FIFTH: The Plan of Merger was adopted by the shareholders of Project 1178, Inc., the undersigned Florida corporation, on the 28th day of May, 1985, and was adopted by the shareholders of Ballwin-Washington Inc., the undersigned foreign corporation, on the 28th day of May, 1985.

SIXTH: All provisions of the law of the State of Florida and the State of Missouri applicable to the merger have been complied with.

SEVENTH: The effective date of the Certificate of Merger shall be the date the Articles of Merger are filed with the Department of State.

EIGHTH: It is agreed that the surviving corporation will promptly pay to the dissenting shareholders of any such domestic corporation the amount, if any, to which they shall be entitled under the provisions of the Florida General Corporation Act with respect to the rights of dissenting shareholders.

Signed this 3rd day of June, 1985.

BALLWIN-WASHINGTON INC.

By

David H. Spiller
David H. Spiller
Vice President

Charles W. O'Connor
Charles W. O'Connor
Assistant Secretary

Project 1178, Inc.

By

David H. Spiller
David H. Spiller
Vice-President

Charles W. O'Connor
Charles W. O'Connor
Assistant Secretary

STATE OF CONNECTICUT

COUNTY OF NEW HAVEN

The foregoing instrument was acknowledged before me
this 3rd day of June, 1985, by David H. Spiller, Vice
President of Ballwin-Washington Inc. on behalf of the
Corporation.

My Commission Expires March 31, 1990

Lee Ann Hallager
Notary Public

STATE OF CONNECTICUT

COUNTY OF NEW HAVEN

The foregoing instrument was acknowledged before me
this 3rd day of June, 1985, by David H. Spiller, Vice
President of Project 1178, Inc. on behalf of the Corporation.

My Commission Expires March 31, 1990

Lee Ann Hallager
Notary Public