

OFFICE OF THE SECRETARY OF STATE
STATE OF ILLINOIS



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93348842

Whereas, ARTICLES OF MERGER OF ARMSTRONG INDUSTRIES, INC. INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, *I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 27TH day of APRIL A.D. 19 93 and of the Independence of the United States the two hundred and 17TH*



George H Ryan
SECRETARY OF STATE

EXHIBIT A

1. Armstrong Containers, Inc., an Illinois corporation (hereinafter referred to as the "merging corporation") shall, pursuant to the provisions of the Illinois Business Corporation Act and the provisions of the General Corporation Law of the State of Delaware, be merged with and into Armstrong Industries, Inc., a Delaware corporation (hereinafter referred to as the "surviving corporation") which surviving corporation shall (i) be the surviving corporation from and after the effective time of the merger; (ii) continue to exist as the surviving corporation; and (iii) change its corporate name to "Armstrong Containers, Inc."

2. All of the estate, property, rights, privileges, powers, and franchises of the merging corporation shall become vested in and be held by the surviving corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by the merging corporation in its name and that the surviving corporation shall assume all of the obligations of the merging corporation.

3. The surviving corporation owns all of the issued and outstanding shares of stock of the merging corporation. No pro rata exchange of the shares of stock of the merging corporation which are owned by the surviving corporation immediately prior to the effective time of the merger shall be made, and such shares shall be surrendered and extinguished.

4. The present by-laws of the surviving corporation will be the by-laws 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 General Corporation Law of the State of Delaware.

5. The directors and officers in office of the surviving corporation at the effective date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

* * * * *

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Form **BCA-11.25**

(Rev Jan 1991)

**ARTICLES OF MERGER
CONSOLIDATION OR EXCHANGE**

File # 5307-287-9

George H Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961

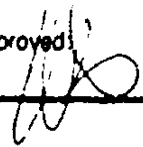
FILED

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date 4/27/93

Filing Fee \$ 100.00

Approved: 

APR 27 1993

GEORGE H. RYAN
SECRETARY OF STATE

DO NOT SEND CASH!
Remit payment in check or money
order, payable to "Secretary of State."
Filing Fee is \$100, but if merger or con-
solidation of more than 2 corporations,
\$50 for each additional corporation.

1. Names of the corporations proposing to ~~consolidate~~ ^{merge} ~~exchange shares~~, and the state or country of their incorporation:

Name of Corporation	State or Country of Incorporation
Armstrong Industries, Inc.	Delaware
Armstrong Containers, Inc.	Illinois

2. The laws of the state or country under which each corporation is incorporated permit such merger, consolidation or exchange.

3. (a) Name of the ~~new~~ ^{surviving} corporation: Armstrong Industries, Inc.
(b) it shall be governed by the laws of: Delaware

EXPEDITED

APR 27 1993

4. Plan of ~~consolidation~~ ^{merger} ~~exchange~~ is as follows:

SECRETARY OF STATE

If not sufficient space to cover this point, add one or more sheets of this size.

See Exhibit A attached hereto.

5. Plan of consolidation was approved, as to each corporation not organized in Illinois, in compliance with the exchange laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under §11.30 — 90% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each corporation)

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.

(§ 11.20)

By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.220)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation

Name of Corporation	(§ 11.20)	(§ 7.10 & § 11.220)	(§ 7.10 & § 11.20)
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. (Not applicable if surviving, new or acquiring corporation is an Illinois corporation)

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

a. The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.

b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and

c. The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

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7. (Complete this item if reporting a merger under § 11/30-90% owned subsidiary provisions)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
Armstrong Containers, Inc.	400,000 Common 100 Preferred	400,000 Common 100 Preferred

b. The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was _____, 19 ____.

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received? Yes No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporation has caused these articles to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated April 27, 19 93

Armstrong Industries, Inc.
(Exact Name of Corporation)

attested by *Susan Hayford*
(Signature of Secretary or Assistant Secretary)

by *C. Flemming Heilmann*
(Signature of President or Vice President)

Susan Hayford, Asst. Secretary
(Type or Print Name and Title)

C. Flemming Heilmann, Chairman
(Type or Print Name and Title)

Dated April 27, 19 93

Armstrong Containers, Inc.
(Exact Name of Corporation)

attested by *Susan Hayford*
(Signature of Secretary or Assistant Secretary)

by *C. Flemming Heilmann*
(Signature of President or Vice President)

Susan Hayford, Asst. Secretary
(Type or Print Name and Title)

C. Flemming Heilmann, Chairman
(Type or Print Name and Title)

Dated _____, 19 ____

(Exact Name of Corporation)

attested by _____
(Signature of Secretary or Assistant Secretary)

by _____
(Signature of President or Vice President)

(Type or Print Name and Title)

(Type or Print Name and Title)

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Return to:
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