

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the United States Patents and Trademark Office: Please record the attached original documents or copy thereof.

1. Name of conveying party:

FLORIDA WIRE AND CABLE, INC.

- Individual
- General Partnership
- Corporation-State: Delaware
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party:

Name: **INSTEEL WIRE PRODUCTS COMPANY**

Address: **1373 BOGGS DRIVE
MOUNT AIRY, NORTH CAROLINA 27030**

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other:

- Individual(s) citizenship:
- Association:
- General Partnership:
- Limited Partnership:
- Corporation-State: North Carolina
- Other:

Execution Date: 10/01/2002

If assignee is not domiciled in the United States, a domestic representative designation is attached: YES NO
(Designations must be a separate document from assignment.)
Additional name(s) and address(es) attached? Yes No

4. Application number(s) or Registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No. **1306805; 1338773;
1348865; 1150702**

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

**WILLIAM H. HOLT
LAW OFFICES OF WILLIAM H. HOLT
12311 HARBOR DRIVE
WOODBIDGE, VIRGINIA 22192**

6. Total number of applications and registrations involved: **[4]**

7. Total fee (37 CFR 3.41) \$ 115.00
 Enclosed
 Authorized to be charged to deposit account
 Form PTO-2038 attached.

8. Deposit account number: 082670

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

WILLIAM H. HOLT



Nov. 29, 2004

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: **[4]**

SOSID: 0193208

Date Filed: 10/1/2002 3:32 PM

Elaine F. Marshall

North Carolina Secretary of State

State of North Carolina
Department of the Secretary of State

22 274 9005

**ARTICLES OF MERGER
FOREIGN AND DOMESTIC BUSINESS CORPORATION**

Pursuant to Sections 55-11-05 and 55-11-07 of the General Statutes of North Carolina, the undersigned corporation does hereby submit the following Articles of Merger as the surviving corporation in a merger between a domestic business corporation and one or more foreign business corporations.

1. The name of the surviving corporation is Insteel Wire Products Company, a corporation organized under the laws of North Carolina; the name of the merged corporation is Florida Wire and Cable, Inc., a corporation organized under the laws of Delaware.
2. Attached is a copy of the Plan of Merger that was duly approved in the manner prescribed by law by each of the corporations participating in the merger.
3. With respect to the surviving corporation (check either a or b, as applicable):
 a. Shareholder approval was not required for the merger.
 b. Shareholder approval was required for the merger and the plan of merger was approved by the shareholders as required by Chapter 55 of the North Carolina General Statutes.
4. With respect to the merged corporation (check either a or b, as applicable):
 a. Shareholder approval was not required for the merger.
 b. Shareholder approval was required for the merger, and the plan of merger was approved by the shareholders as required by Chapter 55 of the North Carolina General Statutes.
5. The merger is permitted by the law of the state or country of incorporation or organization of each foreign entity which is a party.
6. Each foreign entity which is a party has complied or shall comply with the applicable laws of its state or country of incorporation or organization.
7. These articles will be effective upon filing.

This is the 30th day of September, 2002.

INSTEEL WIRE PRODUCTS COMPANY


H.O. Weltz, III - President and CEO

Notes:

1. Filing fee is \$50. This document must be filed with the Secretary of State.
2. Certificate(s) of Merger must be registered pursuant to the requirements of N.C.G.S. Section 47-18.1

CORPORATIONS DIVISION
(Revised January, 2002)

P. O. BOX 29622

RALEIGH, NC 27626-0622

Form B-

EXHIBIT A**PLAN OF MERGER**

This Plan of Merger is to effect the merger of FLORIDA WIRE AND CABLE, INC., a Delaware corporation ("Merging Corporation"), into INSTEEL WIRE PRODUCTS COMPANY, a North Carolina corporation ("Surviving Corporation").

1. **Merger.** The name of the Merging Corporation is Florida Wire and Cable, Inc. The name of the Surviving Corporation is Insteel Wire Products Company. The Merging Corporation and the Surviving Corporation are herein collectively referred to as the "Constituent Corporations." Pursuant to this Plan of Merger by and among the Constituent Corporations, the Merging Corporation shall merge with and into the Surviving Corporation. The Surviving Corporation shall retain its corporate identity and shall succeed to all of the rights, assets, liabilities and obligations of Merging Corporation.

2. **Effective Time.** The Merger shall become effective as of 12:01 A.M. on October 1, 2002 (the "Effective Time").

3. **Conversion of Shares.** At the Effective Time, all shares of common stock, no par value, of the Merging Corporation issued immediately before the Effective Time, by virtue of the Merger and without any further action on the part of the holder thereof, shall be canceled. The shares of the Surviving Corporation's common stock shall remain unchanged.

4. **Certificates.** The shareholders of the Merging Corporation shall not surrender their shares. There shall be no certificates representing additional shares of common stock of the Merging Corporation issued since the Constituent Corporations are owned by the same individual in the same proportions.

5. **Terms and Conditions.** Consummation of the Merger is subject to the following terms and conditions:

If at any time the Surviving Corporation shall consider or be advised that any further assignments, conveyances or assurances in law or in equity are necessary or desirable to vest, perfect or confirm in the Surviving Corporation the title to any property or rights of the Constituent Corporations, or otherwise carry out the provisions hereof, the proper officers and directors of the Constituent Corporations as of the Effective Date of the Merger, and thereafter the officers of the Surviving Corporation on behalf of the Merging Corporation, shall execute and deliver any and all proper assignments, conveyances and assurances in law or in equity, and do all things necessary or desirable to vest, perfect or confirm title to such property or rights in the Surviving Corporation and otherwise to carry out the provisions hereof.

6. **Name.** The Surviving Corporation shall have as its legal name Insteel Wire Products Company.