

182054



ACCOUNT NO. : 072100000032

REFERENCE : 652556 4358767

AUTHORIZATION :

~~600002392496--6~~
-12/30/97--01065--018
*****52.50

COST LIMIT : \$ PPD

ORDER DATE : December 30, 1997

ORDER TIME : 10:45 AM

ORDER NO. : 652556-005

~~900002386069--6~~
-12/30/97--01065--017
****105.00 ****105.00

CUSTOMER NO: 4358767

CUSTOMER: Mr. Eric Girdler
Abbott, Nicholson
19 Floor
One Woodward Avenue
Detroit, MI 48226

~~900002286069--7~~
-12/30/97--01065--018
****52.50 ****52.50

ARTICLES OF MERGER

FLORIDA MADE DOOR SALES CO.

INTO

FLORIDA MADE DOOR CO.

FILED
97 DEC 30 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

EFFECTIVE DATE
DEC 31 1997

12/31
97 DEC 30 PM 1:16
RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

Andrew Cumper
C.C.

ARTICLES OF MERGER
Merger Sheet

MERGING:

EGER INDUSTRIES, a California corporation, not qualified in Florida

FLORIDA MADE DOOR SALES CO., a Florida corporation, P94000060820

INTO

FLORIDA MADE DOOR CO., a Florida corporation, 182054

File date: December 30, 1997 , effective December 31, 1997.

Corporate Specialist: Joy Moon-French

**ARTICLES OF MERGER
TO MERGE
EGER INDUSTRIES AND
FLORIDA MADE DOOR SALES CO.
INTO
FLORIDA MADE DOOR CO.**

FILED

97 DEC 30 PM 4:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**EFFECTIVE DATE
DEC 31 1997**

EGER INDUSTRIES ("Eger Industries"), a California corporation, FLORIDA MADE DOOR SALES CO. ("FMD Sales"), a Florida corporation, and FLORIDA MADE DOOR CO. ("Florida Made"), a Florida corporation, execute the following Articles of Merger pursuant to section 607.1105 of the Florida Business Corporation Act, Chapter 607, Florida Statutes (the "Florida Business Corporation Act") to effectuate a merger of Eger Industries and FMD Sales with and into Florida Made (the "Merger"):

**ARTICLE I
PLAN OF MERGER**

The plan of merger of Eger Industries and FMD Sales into Florida Made (the "Plan of Merger") is as follows:

1.1. Parties to Merger. The parties to the Merger are Eger Industries, FMD Sales and Florida Made (together the "Companies"). Frank L. Eger, Jr. and Joseph P. Eger own all of the issued and outstanding stock of the Companies.

1.2. The Merger. Subject to the terms and conditions of this Plan of Merger and in accordance with the Florida Business Corporation Act, Eger Industries and FMD Sales will be merged with and into Florida Made as of the effective time of the merger specified in Article II below (the "Effective Time"). As a result of the Merger, Florida Made will continue as the surviving corporation (the "Surviving Corporation"), and the corporate existence of Eger Industries and FMD Sales will cease at the Effective Time. Promptly after these Articles of Merger are fully executed, Florida Made shall deliver these Articles of Merger to the Department of State of Florida (the "Department") for filing and pay to the Department all fees required for their filing and to effectuate the Merger.

1.3. Conversion of Shares. At the Effective Time, all the shares of no par value common stock of Eger Industries ("Eger Industries Stock") that are issued and outstanding immediately before the Effective Time and all the shares of \$1.00 par value common stock of FMD Sales ("FMD Sales Stock") that are issued and outstanding immediately before the Effective Time will be converted into a right to a number of shares equal to one-quarter of the \$1.00 par value common stock of Florida Made ("Florida Made Stock"), without any further action by the holders of Eger Industries Stock and FMD Sales Stock, except for surrender to Florida Made of the certificate or certificates evidencing those shares. As a result of the Merger,

the record holders of Eger Industries Stock and FMD Sales Stock at the Effective Time will each become the owner of 1,500 shares of newly-issued Florida Made Stock.

1.4. Exchange of Certificates. After the Effective Time, Florida Made shall issue to Frank L. Eger, Jr. and Joseph P. Eger, as the record holders of Eger Industries Stock and FMD Sales Stock at the Effective Time, a certificate evidencing the shares of Florida Made Stock into which the Eger Industries Stock and FMD Sales Stock were converted as a result of the Merger, upon surrender of, and in exchange and substitution for, each certificate evidencing shares of Eger Industries Stock and FMD Sales Stock registered in the name of Frank L. Eger, Jr. and Joseph P. Eger (an "Eger Industries Certificate" and an "FMD Sales Certificate"), duly endorsed in blank by Frank L. Eger, Jr. and Joseph P. Eger. Delivery to Florida Made of shares of Eger Industries Stock and FMD Sales Stock will occur, and risk of loss and title to those shares will pass to Florida Made, when Florida Made receives an Eger Industries Certificate and an FMD Sales Certificate evidencing the shares. An Eger Industries Certificate and an FMD Sales Certificate that has not been surrendered to Florida Made after the Effective Time in the manner specified above will not be transferable on the stock record books of Florida Made, and will be treated for all corporate purposes, except payment of dividends and other distributions, as evidencing the ownership of the number of shares of Florida Made Stock into which the shares of Eger Industries Stock and FMD Sales Stock evidenced by the certificate have been converted as a result of the Merger. The holder of an Eger Industries Certificate and an FMD Sales Certificate will not be entitled to receive any dividends or distributions in respect of the shares of Florida Made Stock into which the shares of an Eger Industries Certificate and an FMD Sales Certificate evidenced by the certificate are converted as a result of the Merger until the Eger Industries Certificate and FMD Sales Certificate is surrendered to Florida Made in the manner specified above. If a dividend or other distribution is paid by Florida Made in respect of the Florida Made Stock after the Effective Time but before an Eger Industries Certificate and/or FMD Sales Certificate is surrendered to Florida Made, the dividend or distribution payable in respect of the shares of Florida Made Stock into which the shares of Eger Industries Stock and FMD Sales Stock evidenced by the unsurrendered certificates have been converted as a result of the Merger will accrue and be paid to the holders of Eger Industries Stock and FMD Sales Stock promptly after it is surrendered to Florida Made in the manner specified above.

1.5. Effects of Merger. The Merger will have the legal effects prescribed by section 607.1106 and section 607.1107 of the Florida Business Corporation Act. For federal income tax purposes, the Merger is intended to qualify as a tax-free reorganization pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

1.6. Bylaws and Articles of Incorporation. The Bylaws and Articles of Incorporation of Florida Made in effect at the Effective Time will be the Bylaws and Articles of Incorporation of the Surviving Corporation, until they are amended in accordance with their terms and the Florida Business Corporation Act.

1.7. Directors and Officers. The directors and officers of Florida Made in office at the Effective Time will continue to be the directors and officers of the Surviving Corporation following the Merger, until their respective successors are duly elected and qualified in

accordance with the Florida Business Corporation Act and Florida Made's Bylaws and Articles of Incorporation or until their earlier death, resignation or removal from office.

1.8. Further Assurances. At any time and from time to time after the Effective Time, at the request of Florida Made or any assignee or successor of it, the officers and directors of Eger Industries and/or FMD Sales last in office shall execute and deliver to Florida Made any new, additional, or confirmatory deed, agreement, instrument, or other document, and take or cause to be taken all further action, as is necessary or appropriate to vest, record, confirm, perfect, or otherwise establish Florida Made's right, title, and interest in and to all rights, powers, property, franchises, immunities, and privileges of Eger Industries and/or FMD Sales, or to otherwise carry into effect the intent and purposes of this Plan of Merger.

1.9. Amendment or Abandonment. A waiver, amendment, modification, or termination of this Plan of Merger or any provision of it will be valid and effective only if approved by the Board of Directors of Eger Industries and/or FMD Sales. Frank L. Eger, Jr. and Joseph P. Eger may direct Eger Industries and FMD Sales to abandon and terminate this Plan of Merger at any time before the Effective Time.

ARTICLE II **EFFECTIVE DATE OF MERGER**

The Merger will become effective (the "Effective Time") as of December 31, 1997.

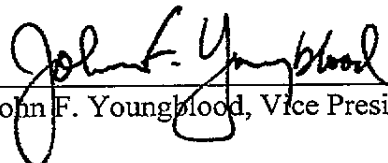
ARTICLE III **SHAREHOLDER APPROVAL OF MERGER AND PLAN OF MERGER**

The Merger and Plan of Merger was adopted by Frank L. Eger, Jr. and Joseph P. Eger as shareholders of Eger Industries and FMD Sales, on even date herewith, and by Frank L. Eger, Jr. and Joseph P. Eger, as the shareholders of Florida Made, at a meeting of its Board of Directors on even date herewith. Frank L. Eger, Jr. and Joseph P. Eger have waived the statutory requirement that a copy of the Plan of Merger be mailed to them.

Executed: December 29, 1997, in Detroit, Michigan.

EGER INDUSTRIES

By:



John F. Youngblood, Vice President

FLORIDA MADE DOOR SALES CO.

By: John F. Youngblood
John F. Youngblood, Vice President

FLORIDA MADE DOOR CO.

By: John F. Youngblood
John F. Youngblood, Vice President

STATE OF MICHIGAN)
COUNTY OF WAYNE)

The foregoing Articles of Merger were acknowledged before me on December 29th, 1997, by John F. Youngblood, as Vice President of Eger Industries, on behalf of the Corporation.

THOMAS F. HATCH
Notary Public Wayne County, MI.
My Commission Expires Sept. 29, 2000.

Thomas Hatch
_____, Notary Public
_____, County, Michigan
My commission expires: _____

STATE OF MICHIGAN)
COUNTY OF WAYNE)

The foregoing Articles of Merger were acknowledged before me on December 29, 1997, by John F. Youngblood, as Vice President of Florida Made Door Sales Co., on behalf of the Corporation.

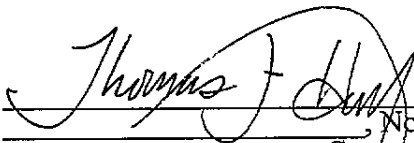
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_____, County, Michigan
My commission expires: _____

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THOMAS F. HATCH
Notary Public Wayne County, MI.
My Commission Expires Sept. 29, 2000


_____, Notary Public
_____, County, Michigan
My commission expires: _____