

Document Number Only

814693

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street
Address
Tallahassee, FL 32301 222-1092
City State Zip Phone

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-12/11/98--01063--022
*****70.00 *****70.00

CORPORATION(S) NAME

300002710199--8
-12/11/98--01063--023
*****35.00 *****35.00

The Sherwin - Williams Company

Sherwin - Williams Diversified Brands, Inc.

Rubberst Company

merging

NOV 11 11:52 AM '98

CORPORATION

EFFECTIVE DATE
12/31/98

98 DEC 11 PM 2:58

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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CONNIE

merge
30 12/22/98

ARTICLES OF MERGER
Merger Sheet

MERGING:

SHERWIN-WILLIAMS DIVERSIFIED BRANDS, INC., a DE corp.,
#F9600000025

RUBBERSET COMPANY, a FL corp., #119011

into

THE SHERWIN-WILLIAMS COMPANY, an Ohio corporation 814693

File date: December 11, 1998 , effective December 31, 1998

Corporate Specialist: Susan Payne



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
99 DEC 14 AM 11:27
DIVISION OF CORPORATION

December 11, 1998

CT Corporation System

Tallahassee, FL

SUBJECT: THE SHERWIN-WILLIAMS COMPANY
Ref. Number: 814693

We have received your document for THE SHERWIN-WILLIAMS COMPANY and check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Although a foreign corporation is defined as "other business entity" in section 607.1108, Florida Statutes, section 607.1108 (7) states that any merger consisting solely of the merger of one or more domestic corporations with or into one or more foreign corporations shall be consummated solely in accordance with the requirements of 607.1107. Section 607.1107 then refers to filing articles of merger pursuant to 607.1105. Please modify the document to show that it is filed pursuant to the correct statute number.

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 (850) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 598A00058623

Attn: Susan Payne

Please backdate & file.

Thank you!

Age @ CT

ARTICLES OF MERGER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

The following Articles of Merger are being submitted in accordance with Sections 698.1608, 698.1612 and/or 620.203, Florida Statutes. 698 DEC 11 PM 2: 58

EFFECTIVE DATE
12/31/98

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Sherwin-Williams Diversified Brands, Inc. 101 Prospect Avenue, N.W. Cleveland, Ohio 44115	Delaware	Corporation

Florida Document/Registration Number: F96000000025 FEI Number: 34-1811766

Rubberset Company 101 Prospect Avenue, N.W. Cleveland, Ohio 44115	Florida	Corporation
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Florida Document/Registration Number: 119011 FEI Number: 59-0247140

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
The Sherwin-Williams Company 101 Prospect Avenue, N.W. Cleveland, Ohio 44115	Ohio	Corporation

Florida Document/Registration Number: 814693 FEI Number: 34-0526850

64 THIRD: The attached Plan and Agreement of Merger meets the requirements of Section 607.1107 and 607.1105 the Florida Statutes, and was approved by the Boards of Directors of Sherwin-Williams Diversified Brands, Inc., Rubberset Company and The Sherwin-Williams Company on October 21, 1998, respectively, having complied with all of the conditions of Sections 251 and 252 of the General Corporation Law of the State of Delaware and Section 1701.78 of the Ohio Revised Code, in accordance with Chapter 607, Florida Statutes.

FOURTH: The Sherwin-Williams Company, which shall survive the merger, may be served with process in the State of Florida in any proceeding for enforcement of any obligation of The Sherwin-Williams Company arising from the merger, including any obligation or rights of any dissenting shareholders, partners, and/or members, and it does hereby irrevocably appoint the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes. The address to which a copy of such process shall be mailed by the Florida Secretary of State is to The Sherwin-Williams Company, 101 Prospect Avenue, N.W., Cleveland, Ohio 44115 until The Sherwin-Williams

Company shall have hereafter designated in writing to said Secretary of State a different address for such purpose. Service of process may be made by personally delivering to and leaving with the Florida Secretary of State duplicate copies of such process, one of which copies said Secretary of State shall forthwith send by registered mail to The Sherwin-Williams Company at the aforesaid address.

FIFTH: The Sherwin-Williams Company, which shall survive the merger, agrees to pay the dissenting shareholders, partners, and/or members of each constituent corporation that is a party to the merger the amount, if any, to which they are entitled under Section 607.1302, Florida Statutes.

SIXTH: The Sherwin-Williams Company, which shall survive the merger, was not required to obtain written consent of each shareholder, pursuant to Section 607.1103(7), Florida Statutes.

SEVENTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the Articles of Incorporation or Certificate of Incorporation, as applicable, of any corporation that is a party to the merger.

EIGHTH: The merger shall become effective as of 11:59 p.m. on December 31, 1998.

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

Dated: December 1, 1998

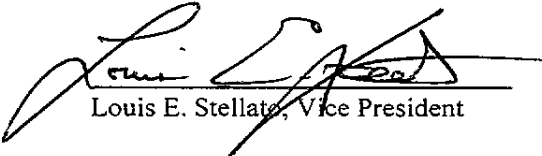
THE SHERWIN-WILLIAMS COMPANY


Louis E. Stellato, Vice President

SHERWIN-WILLIAMS DIVERSIFIED BRANDS
INC.


Louis E. Stellato, Vice President

RUBBERSET COMPANY


Louis E. Stellato, Vice President

**PLAN AND AGREEMENT OF MERGER
AMONG
SHERWIN-WILLIAMS DIVERSIFIED BRANDS, INC.,
RUBBERSET COMPANY
AND
THE SHERWIN-WILLIAMS COMPANY**

This Plan and Agreement of Merger is entered into this 1st day of December, 1998 among Sherwin-Williams Diversified Brands, Inc, a Delaware corporation ("Diversified Brands"), Rubberset Company, a Florida corporation ("Rubberset") and The Sherwin-Williams Company, an Ohio corporation ("Sherwin-Williams").

RECITALS

WHEREAS, Diversified Brands, Rubberset and Sherwin-Williams wish to effect a merger whereby Diversified Brands and Rubberset will be merged with and into Sherwin-Williams;

WHEREAS, The Articles of Incorporation of Sherwin-Williams were filed with the Secretary of State of Ohio on July 16, 1884;

WHEREAS, The Certificate of Incorporation of Diversified Brands was filed with the Secretary of State of the State of Delaware on September 25, 1995;

WHEREAS, the Articles of Incorporation of Rubberset were filed with the Secretary of State of the State of Florida on January, 18, 1929;

WHEREAS, Diversified Brands is a wholly-owned subsidiary of Sherwin-Williams and Rubberset is a wholly-owned subsidiary of Diversified Brands.

NOW THEREFORE, in consideration of the premises and the covenants herein contained, Diversified Brands, Rubberset and Sherwin-Williams having complied with all of the conditions of Sections 251 and 252 of the General Corporation Law of the State of Delaware, Sections 607.1101 and 607.1105 of the Florida General Corporation Act and Section 1701.78 of the Ohio Revised Code, have agreed and do hereby agree that Diversified Brands and Rubberset shall be merged with and into Sherwin-Williams; that Sherwin-Williams shall assume all of the obligations and liabilities of Diversified Brands and Rubberset and that the terms of the merger, the mode of carrying them into effect and the manner and basis of making distributions are and shall be as follows:

**ARTICLE I
THE MERGER**

1.1 The Merger. Subject to the terms and conditions of this Agreement and in accordance Sections 251 and 252 of the General Corporation Law of the State of Delaware, Sections 607.1101 and 607.1105 of the Florida General Corporation Act and Section 1701.78 of the Ohio

Revised Code, Diversified Brands and Rubberset shall be merged with and into Sherwin-Williams. At the Effective Time (as defined in Section 1.2 below), the separate existence of each of Diversified Brands and Rubberset shall cease, and Sherwin-Williams shall continue its existence as the surviving corporation under the laws of the State of Ohio (the "Surviving Corporation"). The name of the Surviving Corporation shall continue to be The Sherwin-Williams Company.

1.2 Effective Time. The Merger shall become effective at 11:59 p.m. on December 31, 1998 (the "Effective Time").

1.3 Effects of Merger. At the Effective Time, the effects of the Merger shall occur as provided by the laws of the states of Ohio, Delaware and Florida. Subject to, and without limiting the foregoing, the following shall also occur at the Effective Time:

1.3.1 Articles of Incorporation. The Amended Articles of Incorporation, as amended, of Sherwin-Williams as in effect immediately prior to the Merger shall continue to be the Amended Articles of Incorporation, as amended, of the Surviving Corporation.

1.3.2 Code of Regulations. The Code of Regulations, as amended, of Sherwin-Williams as in effect immediately prior to the Merger shall continue to be the Code of Regulations, as amended, of the Surviving Corporation.

1.3.3 Officers and Directors. The officers and directors of Sherwin-Williams prior to the Merger shall continue as officers and directors of the Surviving Corporation until each successor officer or director shall be elected and qualified in accordance with the Code of Regulations, as amended, of the Surviving Corporation and the Ohio Revised Code.

1.3.4 Assumption of Liabilities. All of the liabilities of Diversified Brands and Rubberset shall be assumed by the Surviving Corporation.

ARTICLE II

MANNER, BASIS AND EFFECT OF CONVERTING SHARES

2.1 Conversion of Shares. At the Effective Time:

- (a) All of the issued and outstanding common shares of Diversified Brands shall, by virtue of the Merger, and without further action on the part of the holder thereof, be cancelled and all rights with respect thereof shall cease.
- (b) All of the issued and outstanding common shares of Rubberset shall, by virtue of the Merger, and without further action on the part of the holder thereof, be cancelled and all rights with respect thereof shall cease.
- (c) All of the issued and outstanding shares of common or preferred stock of Sherwin-Williams (the "Shares") immediately prior to the Merger shall continue

as outstanding Shares of the Surviving Corporation with the same rights and privileges and the certificates representing such Shares shall continue without change as certificates representing the issued and outstanding shares of the Surviving Corporation.

ARTICLE III
MISCELLANEOUS

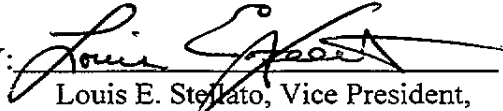
3.1 Counterparts. This Plan and Agreement of Merger may be executed in any number of counterparts, each of which when so executed shall be an original, but such counterparts shall constitute one and the same instrument.

3.2 Governing Law. This Agreement shall be construed and interpreted under the laws of the State of Ohio.

IN WITNESS WHEREOF, Sherwin-Williams, Diversified Brands and Rubberset have caused this Agreement to be duly executed by their duly authorized officers as of the day and year first above written.

THE SHERWIN-WILLIAMS COMPANY

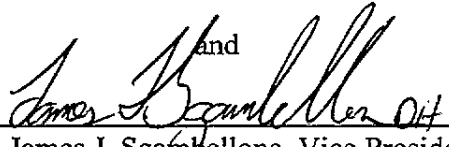
BY:



Louis E. Stellato, Vice President,
General Counsel and Secretary

and


BY:



James J. Sgambellone, Vice President-
Taxes and Assistant Secretary

SHERWIN-WILLIAMS DIVERSIFIED BRANDS,
INC.

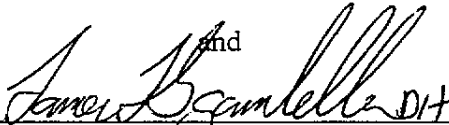
BY:



Louis E. Stellato, Vice President,
and Secretary

and

BY:



James J. Sgambellone, Vice President
and Assistant Secretary

RUBBERSET COMPANY

BY: *Louis E. Stellato*
Louis E. Stellato, Vice President,
and Secretary

BY: *James J. Sgambellone* and
James J. Sgambellone, Vice President
and Assistant Secretary

ACKNOWLEDGEMENT

STATE OF OHIO)
) ss:
COUNTY OF CUYAHOGA)

I, Sandra J. LaManna, a Notary Public in and for the aforesaid county and State, hereby certify that Louis E. Stellato and James J. Sgambellone, Vice President and Assistant Secretary, respectively, of The Sherwin-Williams Company, Sherwin-Williams Diversified Brands, Inc. and Rubberset Company, known to me to be the same persons whose names are subscribed to the above instrument, appeared, before me this day in person and acknowledged each signed and delivered the said instrument as his free and voluntary act and as the free and voluntary act of said corporations, for the purposes therein set forth.

Sworn to and subscribed in my presence this 1st day of December, 1998.

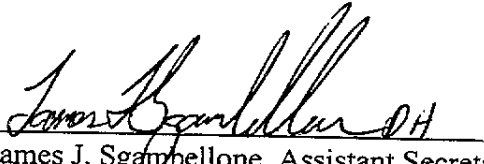
My Commission Expires:
SANDRA J. LaMANNA, Notary Public
State of Ohio
My Commission Expires April 14, 1999

Notary Public:
Sandra J. LaManna

CERTIFICATE

I, James J. Sgambellone, Assistant Secretary of The Sherwin-Williams Company, Sherwin-Williams Diversified Brands, Inc. and Rubberset Company, respectively, hereby certify, as such Assistant Secretary, that the Plan and Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of the said corporations, was duly adopted pursuant to Section 1701.78(D) of the Ohio Revised Code, Section 251(f) of the General Corporation Law of Delaware and Section 607.1103(7) of the Florida General Corporation Act without any vote of the stockholders of the surviving corporation; and that the Plan and Agreement of Merger does not amend in any respect the Amended Articles of Incorporation, as amended, of the surviving corporation or each share of stock of The Sherwin-Williams Company outstanding.

IN WITNESS WHEREOF, I have hereunto set my hand on this 1st day of December, 1998.


James J. Sgambellone, Assistant Secretary