

F080000000314

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RE-SUBMIT

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MERGER OR SHARE EXCHANGE

PERMASTEELISA NORTH AMERICA CORP.

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March 4, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

PERMASTEELISA NORTH AMERICA CORP.
123 DAY HILL ROAD
WINDSOR, CT 06095

SUBJECT: PERMASTEELISA NORTH AMERICA CORP.
REF: F08000000314

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

If shareholder approval was not required, a statement to that effect must be contained in the merger for each applicable corporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Cheryl Coulliette
Regulatory Specialist II

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RE-SUBMIT

Please retain original filing
date of submission 3/3/08

RECEIVED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
of
PERMASTEELISA CS CORP.
a Florida corporation
and
GLASSALUM ERECTORS, INC.,
a Florida corporation
into
PERMASTEELISA NORTH AMERICA CORP.
a Delaware corporation

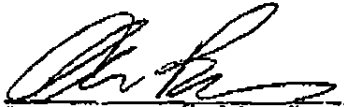
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted to merge each of the Florida corporations named below into the Delaware corporation named below in accordance with Fla. Stats. Ann. § 607.1109.


1. The name of each constituent corporation is as follows:
 - (a) **PERMASTEELISA CS CORP. ("PCS")**, a corporation organized and existing under the laws of the State of Florida.
 - (b) **GLASSALUM ERECTORS, INC. ("GLASSALUM")**, a corporation organized and existing under the laws of the State of Florida.
 - (c) **PERMASTEELISA NORTH AMERICA CORP. ("PNA")**, a corporation organized and existing under the laws of the State of Delaware and the owner of all of the outstanding shares of capital stock of both of PCS and Glassalum. PNA is duly authorized to do business in the State of Florida as a foreign business corporation as of January 23, 2008.
2. PNA is the surviving corporation. The name of the Surviving Corporation is "Permasteelisa North America Corp."
3. The attached Plan of Merger (the "Plan") was approved by the shareholders of PCS and Glassalum on February 29, 2008 in accordance with Fla. Stats. Ann. § 607.1104.
4. The principal office of PNA is 123 Day Hill Road, Windsor Connecticut 06095.
5. PNA hereby appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation, or the rights of dissenting shareholders of each of PCS and Glassalum asserted pursuant to Fla. Stats. Ann. § 607.1321. PNA further agrees to promptly pay such dissenting shareholders to the amount, if any, to which they are entitled under Fla. Stats. Ann. § 607.1302.

IN WITNESS WHEREOF, PNA, PCS and Glassalum have caused these Articles of Merger to be executed by its duly authorized officer as of this 29th day of February, 2008.

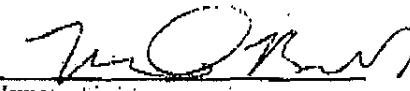
PERMASTEELISA NORTH AMERICA
CORP.

By: 
Name: ALAN PAPERENY
Title: SECRETARY

PERMASTEELISA CS CORP.

By: 
Name: MICHAEL BUDD
Title: PRESIDENT

GLASSALUM ERECTORS, INC.

By: 
Name: MICHAEL BUDD
Title: PRESIDENT

PLAN OF MERGER
(Merger of subsidiary corporations)

The following plan of merger is submitted in compliance with Fl. Stats. Ann. §607.1104 and in accordance with the laws of any other applicable jurisdiction of incorporation.

1. The name and jurisdiction of the parent corporation, which owns all of the outstanding shares of each of the subsidiary corporations, is:

(a) Permasteelisa North America Corp. – Delaware

2. The name and jurisdiction of each subsidiary corporation is:

(a) Glassalum Erectors, Inc. – Florida

(b) Permasteelisa CS Corp. – Florida

3. The manner and basis of converting the shares of the subsidiary into shares, obligations, or other securities of the parent, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving entity or any other corporation or, in whole or in part, into cash or other property are as follows. Permasteelisa North America Corp. is the owner of all of the issued and outstanding capital stock of both of Glassalum Erectors, Inc. and Permasteelisa CS Corp., all of which stock will be extinguished in the merger.