

Division of Corporations

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6380

RESUBMIT

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1515

Please give original
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Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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11 DEC 30 AM 8:01

TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE
VCNA PRESTIGE GUNITE, INC.

Certificate of Status	0
Certified Copy	0
Page Count	8
Estimated Charge	\$70.00

2011 DEC 30 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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Corporate Filing Menu

Help

APR
12/30/11

~~12-31-11~~
CERTIFICATE OF MERGER
OF
PRESTIGE GUNITE INC.

(a Florida corporation)

AND

VCNA PRESTIGE GUNITE, INC.

(a Delaware corporation)

FILED
2011 DEC 30 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

It is hereby certified that:

1. The constituent business entities participating in the merger herein certified are:

(i) Prestige Gunite Inc., a corporation, which is organized under the laws of the State of Florida; and

(ii) VCNA Prestige Gunite, Inc., a corporation, which is incorporated under the laws of the State of Delaware.

2. An Agreement and Plan of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent business entities in accordance with the provisions of Section 252 of the General Corporation Law of the State of Delaware and Section 607.1101 of the Florida Business Corporation Act.

3. The Plan of Merger was adopted by written consent of the sole shareholder of the surviving corporation on December 29, 2011.

4. The Plan of Merger was adopted by written consent of the sole shareholder of the merging corporation on December 29, 2011.

5. The name of the surviving corporation in the merger herein certified is VCNA Prestige Gunite, Inc., which will continue its existence as said surviving corporation under the new entity name VCNA Prestige Gunite, inc. upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware. The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

6. The merging corporation has 7,500 authorized common shares with a par value of \$1.00, per share at the time of the merger.

7. The executed Agreement of Merger between the aforesaid companies is on file at a place of business of the aforesaid surviving corporation, the address of which is as follows: 7601 W. 79th Street, Bridgeview, Illinois 60455.

8. A copy of the aforesaid Agreement and Plan of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any shareholder of the aforesaid surviving corporation or any person holding an interest in the terminating corporation.

9. The Agreement of Merger between the aforesaid constituent business entities provides that the merger herein certified shall be effective on December 31, 2011.

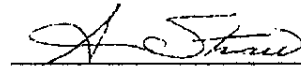
[Signature Page Follows]

IN WITNESS WHEREOF, this Certificate of Merger is hereby signed upon behalf of each of the parties thereto.

Dated: December 29, 2011

PRESTIGE GUNITE INC.

By:



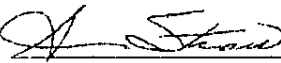
Name: Ann Straw

Its: Assistant Secretary

Dated: December 29, 2011

VCNA PRESTIGE GUNITE, INC.

By:



Name: Ann Straw

Its: Assistant Secretary

AGREEMENT AND PLAN OF MERGER

OF

PRESTIGE GUNITE INC.

(a Florida corporation)

AND

VCNA PRESTIGE GUNITE, INC.

(a Delaware corporation)

This Agreement and Plan of Merger, dated as of December 29, 2011, is made by and between Prestige Gunité Inc., a corporation organized and existing under the laws of the State of Florida (the "Subsidiary"), and VCNA Prestige Gunité, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Parent"), and pursuant to the provisions of Section 264 of the General Corporation Law of the State of Delaware and Section 607.1101 of the Florida Business Corporation Act.

RECITALS

WHEREAS, Parent owns 100% of the outstanding shares of Subsidiary; and

WHEREAS, Parent deems it in its best interest to merge Subsidiary with and into the Parent (the "Merger"), and, incident to the Merger, all of the outstanding shares in Subsidiary shall be cancelled. Each of the parties hereto wishes to set forth in this Agreement and Plan of Merger the terms and conditions of the Merger, the mode of carrying the Merger into effect, the manner and basis of transferring all assets and properties of every description and wherever located of the Subsidiary and their rights, privileges, immunities, powers, franchises and authority, public as well as private, and other such terms and conditions as may be required and permitted. The Sole Shareholder of the Subsidiary and the Board of Directors of the Parent deem the Merger desirable and in the best interests of the shareholder, each of the Sole Shareholder and Board of Directors have, by unanimous consent in writing, adopted and approved this Agreement and Plan of Merger, and directed that this Agreement and Plan of Merger be submitted to its Board of Directors for approval.

AGREEMENT

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto approved by the appropriate shareholders of Subsidiary and duly approved by a resolution adopted by the Board of Directors of Parent, the Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together

with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement set forth.

1. Subsidiary and Parent shall, pursuant to the provisions of the Florida Business Corporation Act and provisions of the General Corporation Law of the State of Delaware, be merged with and into a corporation, to wit, Parent, which shall be the surviving company from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving company", and which shall continue to exist as said surviving company under its present name pursuant to the provisions of the General Corporation Law of the State of Delaware.

The separate existence of Subsidiary, which is hereinafter sometimes referred to as the "terminating company", shall cease at the said effective time in accordance with the provisions of the Florida Business Corporation Act.

2. The Bylaws of the surviving company, as now in force and effect, shall continue to be the Bylaws of said surviving company.

3. There will be no disposition of the shares of Parent.

4. Each outstanding share issued of the terminating corporation shall, at the effective time of the merger, be immediately cancelled.

5. All rights and property of whatever nature vested in Subsidiary before the Merger will be vested in Parent immediately after the Merger without any further act or deed by Parent.

6. Any intercompany debt outstanding between Parent and Subsidiary immediately before the merger will be settled on the Merger.

7. All remaining liabilities and other debt obligations of Subsidiary will become liabilities and debt obligations of Parent.

8. In the event that this Agreement of Merger shall have been fully adopted upon behalf of the terminating company and of the surviving company in accordance with the provisions of the General Corporation Law of the State of Delaware and in accordance with the provisions of the Florida Business Corporation Act, the said terminating company and the said surviving company agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Delaware and that they will cause to be performed all necessary acts within the State of Delaware and elsewhere to effectuate the merger herein provided for.

9. The Board of Directors and the proper officers of the terminating company and the Board of Directors and Sole Shareholder of the surviving company are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement of Merger or of the merger herein provided for.

10. The effective time of the Agreement of Merger, and the time when the merger therein agreed upon shall become effective, shall be December 31, 2011.


[Signature Page Follows]

IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby signed upon behalf of each of the parties thereto.

Dated: December 29, 2011

PRESTIGE GUNITE INC.

By:



Name: Ann Straw

Its: Assistant Secretary

Dated: December 29, 2011

VCNA PRESTIGE GUNITE, INC.

By:



Name: Ann Straw

Its: Assistant Secretary