

F95000004282

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)
1406 Hays Street, Suite 2
(Address)
Tallahassee, FL 32301 (904) 656-3992
(City, State, Zip) (Phone #)

OFFICE USE ONLY

000003514130--8
-12/27/00--01038--007
*****78.75 *****78.75

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. One Source Supply, Inc. 557139
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 12/27

☒ Certified Copy

Note effective date
12/20/00

☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

EFFECTIVE DATE
12-29-00

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SUFFICIENCY OF FILING
12/27/00
65 01 17 000 0007
EXAMINER'S INITIALS

ARTICLES OF MERGER
Merger Sheet

MERGING:

ONE SOURCE SUPPLY, INC., a Florida corporation, 557139

INTO

WILMAR INDUSTRIES, INC., a New Jersey entity, F95000004282

File date: December 27, 2000, effective December 29, 2000

Corporate Specialist: Cheryl Coulliette

FROM

(FRI) 12. 22' 00 11:57/ST. 11:53/NO. 4861390891 P 23

EXECUTION COPY

ARTICLES OF MERGER

OF

ONE SOURCE SUPPLY, INC.
(a Florida corporation)

INTO

WILMAR INDUSTRIES, INC.
(a New Jersey corporation)

Section 607.1104 of the
Business Corporation Act of the State of Florida

The undersigned DO HEREBY CERTIFY:

FIRST: The name of the domestic constituent corporation, which is being merged into the surviving constituent corporation, is One Source Supply, Inc. ("One Source").

SECOND: The name of the foreign constituent corporation, which is the surviving constituent corporation, is Wilmar Industries, Inc. ("Wilmar"). The jurisdiction of its incorporation is New Jersey.

THIRD: On December 20, 2000, the Board of Directors of Wilmar duly adopted a Plan of Merger, attached as Exhibit A, setting forth the terms and conditions of the merger of said corporations.

FOURTH: Shareholder approval was not required for the merger of said corporations.

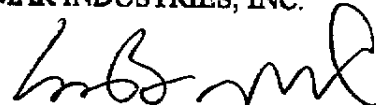
[Remainder of Page Left Intentionally Blank]

EFFECTIVE DATE
12-29-00

FIFTH: The effective date of the merger herein certified, insofar as the provisions of the Business Corporation Act of the State of Florida govern such effective date, shall be the 29th day of December, 2000.

Signed on December 29, 2000.

WILMAR INDUSTRIES, INC.

By: 

Name: William Sanford

Title: Senior V.P. and CFO

FROM

(FRI) 12. 22' 00 11:58/ST. 11:53/NO. 4861390891 P 25
1

EXHIBIT A

PLAN OF MERGER
OF
ONE SOURCE SUPPLY, INC.
(a Florida corporation)
INTO
WILMAR INDUSTRIES, INC.
(a New Jersey corporation)

IT IS HEREBY certified that:

1. Wilmar Industries, Inc. (the "Corporation") is a business corporation of the State of New Jersey.
2. The Corporation is the owner of all of the outstanding shares of One Source Supply, Inc. ("One Source"), which is a business corporation incorporated under the laws of the State of Florida.
3. On December 20, 2000, the Board of Directors of the Corporation adopted the following resolutions to merge One Source into the Corporation:

RESOLVED, that, pursuant to Section 607.1104 of the Business Corporation Act of the State of Florida (the "Florida Act"), the Corporation and One Source, which is a wholly-owned subsidiary of the Corporation, shall be merged on the following terms and conditions (the "Merger"):

(a) The Corporation shall continue to be incorporated and duly organized under the laws of the State of New Jersey. One Source shall be the merged corporation and its separate existence shall thereupon cease.

(b) The effective date of the Merger (the "Effective Time") shall be December 29, 2000.

(c) The issued shares of One Source shall not be converted in any manner, but each said share which is issued as of the Effective Time shall be surrendered and extinguished.

(d) Shareholders of One Source who, except for applicability of Section 607.1104 of the Florida Act, would be entitled to vote and who dissent from the merger pursuant to Section 607.1320 of the Florida Act, may be entitled, if they

comply with the provisions of the Florida Act regarding the rights of dissenting Shareholders, to be paid the fair value of their shares.

(e) At the Effective Time, the Certificate of Incorporation of the Corporation, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation of the Corporation, as the surviving corporation, until thereafter restated or amended in accordance with applicable law.

(f) The By-laws of the Corporation, as in effect immediately prior to the Effective Time, shall from and after the Effective Time become and remain the By-laws of the Corporation, as the surviving corporation, until thereafter amended or restated as provided therein.

(g) The officers and directors of the Corporation in office on the Effective Time shall remain in the same capacities as officers and directors of the Corporation, as the surviving corporation, until their successors have been duly elected and qualified.

(h) At the Effective Time, the Corporation, as the surviving corporation, shall assume all of the rights, privileges, powers, franchises, duties, liabilities and obligations of One Source and the Corporation.

(i) Any officer of the Corporation shall be, and each of them hereby is, authorized to execute, and the Secretary or Assistant Secretary of the Corporation is hereby authorized to attest to the execution of, a Plan of Merger of the Corporation and One Source, and any officer of the Corporation shall be, and each of them hereby is, authorized to cause the Plan of Merger to be filed with the Secretary of State of the State of Florida.

(j) Anything herein or elsewhere to the contrary notwithstanding, the terms and conditions of the Merger may be amended, and the Merger may be terminated and abandoned, to the fullest extent permitted by law, by the Board of Directors of the Corporation at any time prior to the date of filing of the Plan of Merger with the Secretary of State of the State of Florida.

RESOLVED, that any officer of the Corporation be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Corporation or its subsidiaries, to take any action (including, without limitation, the payment of expenses) and to execute (by manual or facsimile signature) and deliver all such further documents, contracts, letters, agreements, instruments, drafts, receipts or other writings that such officer or officers may in their sole discretion deem necessary or appropriate to carry out, comply with and effectuate the purposes of the foregoing resolutions and the transactions contemplated thereby and that the authority of such officers to execute and deliver any of such documents and instruments, including without limitation any modification,

FROM

(FRI) 12. 22' 00 11:58/ST. 11:53/NO. 4861390891 P 27

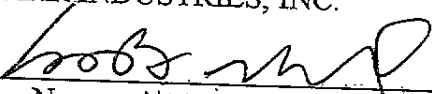
extension or expansion, and to take any such other action, shall be conclusively evidenced by their execution and delivery thereof or their taking thereof.

[Remainder of Page Left Intentionally Blank]

Executed on December 22, 2000

WILMAR INDUSTRIES, INC.

By:



Name: WILLIAM SANFORD

Title: SR. V.P. and CFO