

# F98000001107

**Document Number Only**

CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
Tel 850 222 1092  
Fax 850 222 7615  
Attn: Jeff Netherton

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-06/30/99--01067--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**CORPORATION(S) NAME**

United Subcontractors, Inc. (UT)  
merging: Insulation Enterprises, Inc. (FL)

99 JUN 30 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> Profit              | <input type="checkbox"/> Amendment              | <input checked="" type="checkbox"/> Merger  |
| <input type="checkbox"/> Nonprofit           |   |   |
| <input type="checkbox"/> Foreign             | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
|  | <input type="checkbox"/> Reinstatement          |   |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> LLC                 | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> Change of RA       |
|  | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> UCC                |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Photocopies            | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Call When Ready     | <input type="checkbox"/> Call If Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In  | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out            |   |   |

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Availability \_\_\_\_\_  
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Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
Acknowledgement \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

06/30/99

7/6/99  
merge  
Sp

99 JUN 30 PM 12:06  
RECEIVED

\*00789, 00524, 02575, 00672

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

INSULATION ENTERPRISES, INC., a Florida corporation, 489096

,

into

**UNITED SUBCONTRACTORS, INC., a Utah corporation F98000001107**

File date: June 30, 1999

Corporate Specialist: Susan Payne



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

July 1, 1999

CT Corporation System  
660 East Jefferson St.  
Tallahassee, FL 32301

SUBJECT: UNITED SUBCONTRACTORS, INC.  
Ref. Number: F98000001107

We have received your document for UNITED SUBCONTRACTORS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please give the date of adoption by the directors of the parent corporation and a statement that shareholders approval is not required. The registered agent for the parent (surviving) corporation has changed. Please remove the words "shall continue to be" and substitute the word "is" in article four. The new registered agent David K. Lauritzen will need to sign the merger and accept the designation.

The name of the person signing the document must be typed or printed beneath or opposite the signature.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey  
Corporate Specialist

Letter Number: 699A00034656

*Please back-date*

*Thanks*

*[Signature]*

FILED

99 JUN 30 PM 5:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**

**OF**

**INSULATION ENTERPRISES, INC.**  
**(a Florida Corporation)**

**WITH AND INTO**

**UNITED SUBCONTRACTORS, INC.**  
**(a Utah Corporation)**

United Subcontractors, Inc., a Utah corporation (the "Parent"), and its wholly owned subsidiary Insulation Enterprises, Inc., a Florida corporation (the "Subsidiary"), hereby execute the following Articles of Merger:

**ARTICLE ONE – NAMES**

The name of the Parent is United Subcontractors, Inc., a Utah corporation. The name of the Subsidiary is Insulation Enterprises, Inc., a Florida corporation. The Parent and Subsidiary are hereafter collectively referred to as the "Merging Entities".

**ARTICLE TWO – PLAN OF MERGER**

Attached hereto as Exhibit A is a copy of the Plan and Agreement of Merger by and between the Merging Entities, dated effective as of June 29, 1999, adopted in the manner prescribed by the laws of the State of Utah and the State of Florida.

**ARTICLE THREE – PLACE OF BUSINESS**

The Parent shall be the surviving entity and shall continue to be governed by the laws of the State of Utah. The principal place of business for the Parent as the surviving corporation shall be 1105 North Church Street, Charlotte, North Carolina, 28206.

**ARTICLE FOUR – REGISTERED AGENT**

The registered agent of the Parent shall continue to be David K Lauritzen, 79 South Main Street, Salt Lake City, Utah, 84111.

ARTICLE FIVE – ARTICLES OF INCORPORATION

There are no amendments to the Articles of Incorporation and Bylaws of the Parent, which shall be the Articles of Incorporation and Bylaws of the surviving corporation.

ARTICLE SIX – SHAREHOLDER VOTE

Shareholder approval of the Merger was not required since immediately prior to the Merger Parent owned one hundred percent (100%) of the issued and outstanding shares of stock of Subsidiary.

ARTICLE SEVEN – EFFECTIVE DATE

The effective date of the merger shall be the close of business on June 30, 1999. The effective date complies with Utah Code Ann. § 16-10a-1104(5) and the Florida 1989 Business Corporation Act § 607.1105(b).

ARTICLE EIGHT – COMPLIANCE WITH LAWS

The Merging Entities have complied with all provisions of the laws of the State of Utah and the State of Florida, the respective jurisdictions in which the Merging Entities were organized and which are applicable to the proposed merger.

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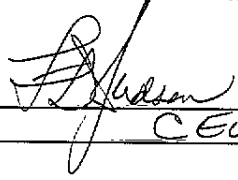
IN WITNESS WHEREOF the undersigned, being thereunto duly authorized, have executed these Articles of Merger on behalf of the Merging Entities as of this 29<sup>th</sup> day of June, 1999.

UNITED SUBCONTRACTORS, INC.

By:  Fredrick Judson

Its: Pres

INSULATION ENTERPRISES, INC.

By:  Fredrick Judson

Its: CEO

481086

**EXHIBIT A**

**PLAN AND AGREEMENT OF MERGER**

**BETWEEN**

**UNITED SUBCONTRACTORS, INC.  
(a Utah corporation)**

**AND ITS WHOLLY OWNED SUBSIDIARY**

**INSULATION ENTERPRISES, INC.  
(a Florida corporation)**

This Plan and Agreement of Merger (the "Agreement of Merger") is made and entered into effective as of the 29<sup>th</sup> day of June, 1999, by and between United Subcontractors, Inc., a Utah corporation (hereafter "Parent"), and its wholly-owned subsidiary, Insulation Enterprises, Inc. a Florida corporation (hereafter "Subsidiary"). Parent and Subsidiary are hereafter collectively referred to as the "Merging Corporations".

**RECITALS:**

1. Parent is a Utah corporation with its principal place of business located in Charlotte, North Carolina.
2. The Subsidiary is a Florida corporation with its principal place of business located in Tampa, Florida.
3. The board of directors of each of the Merging Corporations deems it advisable that the Subsidiary be merged with and into Parent upon the terms and subject to the conditions hereinafter set forth, in accordance with the applicable provisions of the laws of the states of Utah and Florida, which permit such merger.

**AGREEMENT:**

In consideration of the foregoing recitals and of the agreements, covenants and provisions hereinafter contained, Parent and the Subsidiary, by their respective boards of directors, have agreed and do hereby agree, each with the other as follows:

ARTICLE I  
MERGER

The Subsidiary shall be merged with and into Parent and both entities shall become a single corporation in accordance with the applicable provisions of the laws of the states of Utah and Florida, with the Parent being the surviving corporation (the "Merger").

ARTICLE II  
EFFECT OF MERGER

Upon the Merger becoming effective (the "Effective Time") as provided under the applicable laws of the states of Utah and Florida:

2.1 Parent and Subsidiary shall be a single corporation with Parent as the surviving corporation and the separate existence of Subsidiary shall cease, except to the extent provided by the laws of the states of Utah and Florida in the case of a corporation after its merger into another corporation.

2.2 Parent shall thereupon and thereafter possess all the rights, privileges, immunities and franchises, of both a public and a private nature, of each of the Merging Corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of, or belonging to, or due to each of the Merging Corporations, shall be taken and deemed to be vested in Parent as the surviving corporation without further act or deed; and the title to all real estate, or any interest therein, vested in either of the Merging Corporations shall not revert or be in any way impaired by reason of the Merger.

2.3 Parent shall thenceforth be responsible and liable for all of the liabilities and obligations of each of the Merging Corporations; and any claim existing or action or proceeding pending by or against either of the Merging Corporations may be prosecuted to judgment as if the Merger had not taken place, or the Parent may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either of the Merging Corporations shall be impaired by the Merger.

2.4 The aggregate amount of the net assets of the Merging Corporations which was available for the payment of dividends immediately prior to the Merger, to the extent that the value thereof is not transferred to stated capital by the issuance of shares or otherwise, shall continue to be available for the payment of dividends by the Parent.



2.5 The Bylaws of Parent as existing and constituted immediately prior to the Effective Time shall continue in full force and effect as the Bylaws of Parent as the surviving corporation.

2.6 The board of directors, and the members thereof, and the officers of Parent immediately prior to the Effective Time shall be and constitute the board of directors, and the members thereof, and the officers of the Surviving Corporation.

### ARTICLE III CONVERSION OF SHARES

The manner and basis of converting the shares of the Merging Corporations shall be as follows:

4.7 Parent Common Stock. All shares of Common Stock of Parent which are outstanding immediately prior to the Merger shall continue to be outstanding immediately after the Merger.

4.8 Conversion of Subsidiary Common Stock. Upon consummation of the Merger, each share of Common Stock of Subsidiary which is outstanding immediately prior to the Merger shall be cancelled.

### ARTICLE IV ARTICLES OF INCORPORATION

The Articles of Incorporation of Parent shall not be amended in any respect by reason of this Agreement of Merger, and such Articles of Incorporation as in effect at the Effective Time of the Merger shall constitute and continue to be the Articles of Incorporation of Parent as the surviving corporation until further amended in the manner provided by law.

### ARTICLE V SUBSEQUENT ACTIONS

If, at any time after the Effective Time, Parent shall consider or be advised that any deeds, bills of sale, assignments, assurances, or any other actions or things are necessary or desirable to vest, perfect or confirm of record or otherwise in Parent its right, title or interest in, to or under any of the rights, properties or assets of Subsidiary acquired or to be acquired by Parent as a result of, or in connection with, the Merger or otherwise to carry out this Agreement

of Merger, the officers and directors of Parent shall be authorized to execute and deliver, in the name and on behalf of Subsidiary or otherwise, all such deeds, bills of sale, assignments and assurances, and to make and do, in the name and on behalf of Subsidiary or otherwise, all such other actions and things as may be necessary or desirable to vest, perfect or confirm any right, title and interest in, to and under such rights, properties or assets in Parent or otherwise to carry out this Agreement of Merger.

#### ARTICLE VI SHAREHOLDER VOTE

This Agreement of Merger need not be submitted to the shareholders of Parent nor Subsidiary in accordance with the provisions of Section 16-10a-1104(3) of the Utah Revised Business Corporations Act (the "Utah Act") and Section 607.1104(1)(a) of the Florida 1989 Business Corporation Act (the "Florida Act").

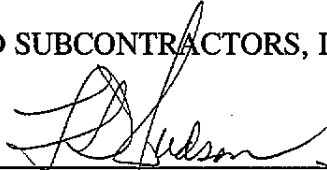
#### ARTICLE VII SHAREHOLDER NOTICE

Parent, as the sole shareholder of Subsidiary, hereby waives the requirement set forth in Section 16-10a-1104(4) of the Utah Act and Section 607.1104(2) of the Florida Act that a copy of this Agreement of Merger be mailed to it.

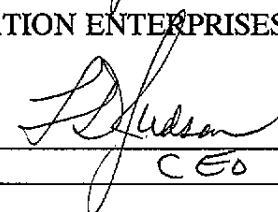
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IN WITNESS WHEREOF, Parent and Subsidiary, pursuant to the approval and authority duly given by resolutions adopted by their respective boards of directors, have each caused this Agreement of Merger to be executed this 29 day of June, 1999.

UNITED SUBCONTRACTORS, INC.

By:   
Its: President

INSULATION ENTERPRISES, INC.

By:   
Its: CEO

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