

G06193

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TALLAHASSEE, FLORIDA

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Tallahassee, FL 32301
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Corporation(s) Name

Seam Home Improvement Products (cont'd) Inc
and
Seam Home Improvement Products, Inc

- Profit
- Nonprofit
- Foreign
- LLC
- Limited Partnership
- Reinstatement
- UCC () 1 or () 3
- Amendment
- Dissolution
- Withdrawal
- UBR
- Fictitious Name
- Merger
- Mark
- Other
- Ch. RA

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- Parts/amends/mergers () Other-See Above

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Jeffrey Butterfield

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DIVISION OF CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING:

SEARS HOME IMPROVEMENT PRODUCTS (SOUTH), INC., a Florida
corporation, G06193

INTO

SEARS HOME IMPROVEMENT PRODUCTS, INC., a Pennsylvania corporation
not qualified in Florida.

File date: December 26, 2000

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

FIRST: The name and jurisdiction of the surviving corporation is:

<u>Name and Street Address</u>	<u>Jurisdiction</u>
Sears Home Improvement Products, Inc. 3333 Beverly Road Hoffman Estates, Illinois 60179	Pennsylvania

SECOND: The name and jurisdiction of each merging corporation is:

<u>Name and Street Address</u>	<u>Jurisdiction</u>
Sears Home Improvement Products (South), Inc. 3333 Beverly Road Hoffman Estates Illinois 60179	Florida

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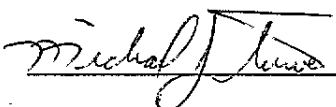
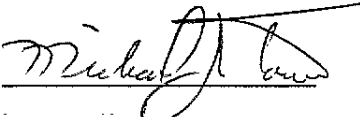
THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: The Plan of Merger was adopted by the shareholders and the board of directors of the surviving corporation on December 22, 2000.

SIXTH: The Plan of Merger was adopted by the shareholders and the board of directors of the merging corporation on December 22, 2000.

SEVENTH: SIGNATURE(S) FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
Sears Home Improvement Products, Inc.		Michael J. Tower, President
Sears Home Improvement Products (South), Inc..		Michael J. Tower, President

PLAN OF MERGER

1. Sears Home Improvement Products, Inc., a Pennsylvania corporation ("Surviving Corporation"), hereby merges into itself Sears Home Improvement Products (South), Inc., a Florida corporation ("Merging Corporation"); the Merging Corporation shall be and hereby is merged into the Surviving Corporation. The name of the combined entity shall be Sears Home Improvement Products, Inc.

2. The Articles of Incorporation of the Surviving Corporation in effect on the date of merger shall continue in full force and effect as the Articles of Incorporation of the corporation surviving this merger until amended or repealed.

3. The by-laws of the Surviving Corporation as they shall exist on the effective date of this agreement shall be and remain the by-laws of the Surviving Corporation until the same shall be altered, amended or repealed as therein provided.

4. The directors and officers of the Surviving Corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

5. Each share of stock of the Surviving Corporation which shall be issued on the effective date of this agreement shall remain issued. All of the issued shares of the Merging Corporation shall be cancelled and no shares of the Surviving Corporation are to be issued in exchange therefor.

6. All the property, rights, privileges, powers and franchises of the Merging Corporation shall upon the effectiveness of the merger be vested in and held and enjoyed by the Surviving Corporation as fully and entirely and without change or diminution as the same were theretofore held and enjoyed by the Merging Corporation and the Surviving Corporation shall thereupon assume all of the obligations of the Merging Corporation.