

G 65116

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MERGER OR SHARE EXCHANGE

ADVANCED ROOFING, INC.

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Certificate of Status	0
Certified Copy	1
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Merger

06-29-01

DC

ARTICLES OF MERGER
Merger Sheet

MERGING:

K&M WAREHOUSE, INC., a Florida corporation, P94000000154

INTO

ADVANCED ROOFING, INC., a Florida entity, G65116

File date: June 28, 2001

Corporate Specialist: Darlene Connell

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**ARTICLES OF MERGER
(Plan of Merger Attached)**

of

K&M WAREHOUSE, INC., a Florida corporation

with and into

ADVANCED ROOFING, INC., a Florida corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2001 JUN 28 PM 4:56

Pursuant to the applicable provisions of Sections 607.1101-607.1105 of the Florida Business Corporation Act ("Florida Act"), each of K&M Warehouse, Inc., a Florida corporation (the "Merging Corporation") and pursuant to the applicable provisions of Sections 607.1101-607.1105 of the Florida Act, Advanced Roofing, Inc., a Florida corporation (the "Surviving Corporation") adopts the following Articles of Merger (the "Articles") and certifies as follows:

1. K&M Warehouse, Inc., 4345 N.E. 12th Terrace, Ft. Lauderdale, FL 33334; FBI Number: 65-0462056; Florida Document Number: P9400000154.
2. Advanced Roofing, Inc., 4345 N.E. 12th Terrace, Ft. Lauderdale, FL 33334; FBI Number: 59-2360591; Florida Document Number: G65116.
3. A Plan of Merger, a copy of which is attached hereto and incorporated herein by reference as Exhibit "A" (the "Plan"), has been approved and adopted by (i) the Merging Corporation in accordance with Section 607.1105 of the Florida Act, and (ii) the Surviving Corporation in accordance with Section 607.1105 of the Florida Act. The Plan provides for the merger (the "Merger") of the Merging Corporation into the Surviving Corporation, with the Surviving Corporation being the surviving entity in the Merger.
4. The Plan was (i) recommended by the Board of Directors, and unanimously approved and adopted by the shareholders of the Merging Corporation on June 1, 2001, and (ii) recommended by the Board of Directors, and unanimously approved and adopted by the shareholders of the Surviving Corporation on June 1, 2001.
5. The effective date of the Merger shall be the date on which these Articles of Merger are filed with the Florida Department of State.
6. A copy of the executed Plan shall be on file at the principal office of the Surviving Corporation located at 4345 N.E. 12th Terrace, Ft. Lauderdale, FL 33334.

Prepared by: Gregory A. McLaughlin, Esq.
FL Bar No. 0518794
Tripp Scott, PA
PO Box 14245
Ft. Lauderdale FL 33302
(954) 525-7500

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- 7. The Surviving Corporation shall be responsible for the payment of all fees of the Merging Corporation and will be obligated to pay such fees if same are not timely paid.
- 8. The Merger is not prohibited by any regulation or the Articles of Incorporation of the Surviving Corporation.
- 9. These Articles may be executed in any number of counterparts, each of which shall be deemed to be an original, but all such separate counterparts shall together constitute but one and the same agreement.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed this 28th day of June, 2001 by each of their duly authorized representatives.

K&M WAREHOUSE, INC., as the Merging Corporation

By: *Robert P. Kornahrens, pres*
Robert P. Kornahrens,
President

ADVANCED ROOFING, INC., as the Surviving Corporation

By: *Robert P. Kornahrens, pres*
Robert P. Kornahrens,
President

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EXHIBIT "A"

Plan of Merger

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PLAN OF MERGER

This Plan of Merger (the "Plan"), having been approved and adopted on June 1, 2001 by K&M Warehouse, Inc., a Florida corporation (the "Merging Corporation") in accordance with the applicable provisions of Sections 607.1101-607.1105 of the Florida Act (as such term is described in the Articles of Merger), and on June 1, 2001 by Advanced Roofing, Inc., a Florida corporation (the "Surviving Corporation"), in accordance with the applicable provisions of Sections 607.1101-607.1105 of the Florida Act, pertains to the merger of the Merging Corporation with and into the Surviving Corporation (the Merging Corporation and the Surviving Corporation shall be collectively referred to hereinafter as, the "Constituent Entities").

RECITALS

A. The Boards of Directors, as appropriate, of the Constituent Entities have determined that it is advisable and in the best interest of the Constituent Entities, and their respective shareholders, that the Merging Corporation be merged (the "Merger") with and into the Surviving Corporation on the terms and subject to the conditions set forth herein.

B. The Surviving Corporation was incorporated in the State of Florida on the 8th day of October, 1983; and shall be the surviving corporation in the Merger. A copy of the Surviving Corporation's Articles of Incorporation is attached hereto as Exhibit "A".

C. The Merging Corporation was incorporated in the State of Florida on the 22nd day of December, 1993 under the name K&M Warehouse, Inc. and shall be the merging corporation in the Merger.

D. The Merging Corporation has authorized two hundred fifty (250) shares of common stock (the "K&M Common Stock"), of which two hundred fifty (250) shares of the K&M Common Stock are currently issued and outstanding. The issued and outstanding K&M Common Stock of the Merging Corporation is the only shares of the capital stock of the Merging Corporation outstanding and entitled to vote on the Merger. The outstanding shares are held as follows: one hundred twenty five (125) shares of the K&M Common Stock (the "RPK KM Stock") to Robert P. Kornahrens, Trustee U/A dated November 8, 1994 of the Robert P. Kornahrens Revocable Trust; and one hundred twenty five (125) shares of the K&M Common Stock (the "DEK KM Stock") to Deborah E. Kornahrens, Trustee U/A dated November 8, 1994 of the Deborah E. Kornahrens Revocable Trust.

Prepared by:

Gregory A. McLaughlin, Esq.
FL Bar No. 0518794
Tylee Scott, P.A.
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Ft. Lauderdale, FL 33302
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E. The Surviving Corporation has authorized one thousand (1,000) shares of common stock (the "Advanced Common Stock"), of which ninety (90) shares of the Advanced Common Stock are currently issued and outstanding. The issued and outstanding Advanced Common Stock of the Surviving Corporation is the only shares of the capital stock of the Surviving Corporation outstanding and entitled to vote on the Merger. The outstanding shares are held as follows: ten (ten) shares of Advanced Common Stock (the "RPK Advanced Stock") to Robert P. Kornahrens, Trustee U/A dated November 8, 1994 of the Robert P. Kornahrens Revocable Trust; and eighty (80) shares of the Advanced Common Stock (the "DEK Advanced Stock") to Deborah E. Kornahrens, Trustee U/A dated November 8, 1994 of the Deborah E. Kornahrens Revocable Trust.

ARTICLE I.
The Merger

At the Effective Time (as defined in Article III(A) hereof), the Merging Corporation shall be merged with and into the Surviving Corporation in accordance with the Florida Business Corporation Act (the "Florida Act"), and the separate existence of the Merging Corporation shall cease and the Surviving Corporation shall thereafter continue as the surviving entity under the laws of the State of Florida.

A. At the Effective Time, the Articles of Incorporation and the Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation and the Bylaws of the Surviving Corporation.

B. At the Effective Time, the Board of Directors and officers of the Surviving Corporation shall be the Board of Directors and officers of the Surviving Corporation until their successors are duly elected and have qualified.

ARTICLE II.
Manner and Basis of Converting Ownership Interest and Other Rights

At the Effective Time the K&M Common Stock shall be exchanged for the common stock in the Surviving Corporation in the following manner:

A. Robert P. Kornahrens, Trustee U/A dated November 8, 1994 of the Robert P. Kornahrens Revocable Living Trust shall exchange the RPK KM Stock for two hundred forty (240) shares of the common stock in the Surviving Corporation; and

B. Deborah E. Kornahrens, Trustee U/A dated November 8, 1994 of the Deborah E. Kornahrens Revocable Living Trust shall exchange the DEK KM Stock for one hundred seventy (170) shares of the common stock in the Surviving Corporation.

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Other than as set forth above, there are no rights to acquire interests, shares, obligations or other securities of the Merging Corporation or any of its members to be converted into rights to acquire interests, shares, obligations, other securities, cash or other property, in whole or in part, of the Surviving Corporation.

ARTICLE III.
Effect of Merger

- A. The effective time of the Merger (the "Effective Time") shall be the date on which the Articles of Merger are filed with the Florida Department of State.
- B. At the Effective Time, all property, rights, privileges, powers and franchises of the Merging Corporation shall vest in the Surviving Corporation, and all debts, liabilities, duties and obligations of the Merging Corporation shall become liabilities and obligations of the Surviving Corporation.

ARTICLE IV.
Miscellaneous

- A. A copy of the executed Plan shall be on file at the principal office of the Surviving Corporation located at 4345 N.E. 12th Terrace, Ft. Lauderdale, FL 33334.
- B. A copy of the Plan will be furnished by the Surviving Corporation, upon written request and without cost, to any shareholder of either corporation that is a party to the Merger.

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EXHIBIT "A"

Articles of Incorporation of the Surviving Corporation

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EFFECTIVE DATE
10-8-83

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JUN 16 PM 12 17
SEAL: STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

EDRM AND SONS ROOFING, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is EDRM AND SONS ROOFING, INC.

ARTICLE II - TIME OF EXISTENCE

This Corporation shall have perpetual existence commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III - NATURE OF BUSINESS

This Corporation may engage or transact in any or all lawful activities or business permitted under the law of the United States, the State of Florida, or any other State, country, territory, or nation.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$ 1.00 per share.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right of first refusal to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others. Every share

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ARTICLE VI - PREEMPTIVE RIGHTS (CONTINUED)

holder who intends to sell stock which he already holds must first offer said stock to remaining shareholders who shall have the right of first refusal to purchase their pro rata share thereof (as nearly as may be done without creating fractional shares) at the price which it would be offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 5300 NE 5th Avenue, Fort Lauderdale, Florida, 33334 and the name of the initial registered agent of this Corporation at that address is Robert Kornahrens.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are as follows:

Robert Kornahrens Director	5300 NE 5th Avenue Ft. Lauderdale, Fla. 33334
Deborah Kornahrens Director	5300 NE 5th Avenue Ft. Lauderdale, Fla. 33334

ARTICLE IX - OFFICERS

The names and addresses of the initial officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed are:

Robert Kornahrens President / Treasurer	5300 NE 5th Avenue Ft. Lauderdale, Fla. 33334
Deborah Kornahrens Vice President / Secretary	5300 NE 5th Avenue Ft. Lauderdale, Fla. 33334

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any Amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

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ARTICLE XI - BY LAWS

The power to adopt, alter amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII - IDENTIFICATION

The Corporation shall identify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE XIII - SPECIAL PROVISIONS

It is the intent of the Incorporators that the Corporation will qualify under Section 1361 of the Internal Revenue Code and that the Corporation has the option to file as a Subchapter S Corporation.

ARTICLE XIV - SUBSCRIBERS

The name and street address of the subscriber to these Articles of Incorporation is:

Robert Kornhuber

5300 NE 5th Avenue
Fort Lauderdale, Florida 33334

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 8 day of October of 1983.

 (SEAL)

STATE OF FLORIDA
COUNTY OF BROWARD

I, ROBERT H. BOWEN, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Robert Kornhuber, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

SHOWN TO and subscribed before me in the State and County aforesaid on this 8 day of October, 1983.

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES JAN 15 1985
I AM CERTAIN TO BE REAPPOINTED



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR VEHICLE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMED AGENT UPON
WHICH PROCESS MAY BE SERVED**

In pursuance of Chapter 88.091 of the Florida Statutes, the following is submitted in compliance with said act:

First: Kern and Sons Roofing, Inc., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation in the City of Fort Lauderdale, County of Broward, State of Florida, has named Robert Korymbopoulos, whose business office is located at 5306 NE 5th Ave., Fort Lauderdale, Florida, as its registered agent to accept service of process within this State.

AGENCY ACCEPTANCE

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said act relative to keeping open said office.



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FROM-ADVANCED ROOFING INC

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AMENDMENT TO ARTICLES OF INCORPORATION
OF KORN AND SON'S ROOFING, INC.

887 JAN 15 PM 2 16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.181 (3) of the Florida General Corporation Act, the undersigned Corporation adopts the following amendments to its Articles of Incorporation:

Section 1 - Articles

1.01 Certificate. The Articles of Incorporation of KORN AND SON'S ROOFING, INC., dated October 8, 1983 (the "Articles") were filed effective October 8, 1983 in the office of the Secretary of State of the State of Florida under document number 055116.

Section 2 - Amendment

2.01 Name. Article I of the Articles is deleted and the following substituted therefor:

ARTICLE I

NAME

The name of this Corporation is Advanced Roofing, Inc.

2.02 Articles. Except as modified by this Amendment, the Articles remain in full force and effect.

Section 3 - Authorization

3.01 Stockholders. The undersigned, constituting all of the Stockholders and the sole Director of the Corporation, do hereby approve this Amendment.


EXECUTED this 25th day of November, 1986.


ROBERT F. KORNAHRENS,
Sole Director and Stockholder

KORN AND SON'S ROOFING, INC.

By: ROBERT F. KORNAHRENS
Its President


DEBORAH KORNAHRENS,
Stockholder


FREDERICK GONZALEZ
Stockholder

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared, ROBERT F. KORNAHRENS, to be known to me and to be the person described in and who executed the foregoing instrument as President of KORN AND SON'S ROOFING, INC., a Florida Corporation, and did acknowledge before me that he executed the same as such officer in the name of and for and on behalf of the said Corporation.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
BY COMMISSION EXP. 08/1/89
MARIA JOSE GARCIA, INC. 001

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