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MERGER OR SHARE EXCHANGE **D. BRUCE**

West Coast Metal Roofing & Construction, LLC

JAN 26 2009

**EXAMINER**

|                       |         |
|-----------------------|---------|
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**CERTIFICATE OF MERGER**  
**FOR**  
**LIMITED LIABILITY COMPANY**

The following Certificate of Merger is submitted to merge the following Florida limited liability companies in accordance with *Fla. Stat.* §608.4382:

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

| <u>Name</u>                                  | <u>Jurisdiction</u> | <u>Form/Entity Type</u>                   |
|--|---------------------|---|
| Suncoast Building Components, L.L.C.         | Florida             | Limited liability company<br>L00000008904 |
| West Coast Metal Roofing & Construction, LLC | Florida             | Limited liability company<br>L03000005340 |

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

| <u>Name</u>                                  | <u>Jurisdiction</u> | <u>Form/Entity Type</u>   |
|--|---------------------|---------------------------|
| West Coast Metal Roofing & Construction, LLC | Florida             | Limited liability company |

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of *Fla. Stat.* Chapters 607, 608, 617, and/or 620.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country, or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date of this document is filed by the Florida Department of State:

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SIXTH: N/A

SEVENTH: N/A

EIGHTH: N/A

NINTH: Signatures for each party hereto:

| <u>Name of Entity</u>                        | <u>Signature(s)</u>  | <u>Printed Name - Position</u> |
|--|--|--------------------------------|
| Suncoast Building Components, L.L.C.         |   | Brad Davis - Member/Manager    |
| Suncoast Building Components, L.L.C.         |   | John Myslak - Member/Manager   |
| West Coast Metal Roofing & Construction, LLC |   | Brad Davis - Member/Manager    |
| West Coast Metal Roofing & Construction, LLC |  | John Myslak - Member/Manager   |

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**PLAN AND AGREEMENT OF MERGER**

WHEREAS, Suncoast Building Components, L.L.C. ("Suncoast") is a limited liability company duly organized and existing under the laws of the State of Florida; and

WHEREAS, West Coast Metal Roofing & Construction, LLC ("West Coast") is a limited liability company duly organized and existing under the laws of the State of Florida; and

WHEREAS, Suncoast and West Coast have agreed that Suncoast shall merge into West Coast upon the terms and conditions and in the manner set forth in this Agreement and in accordance with the applicable laws of the State of Florida,

NOW THEREFORE, in consideration of the mutual covenants, agreements, provisions, and grants, contained in this Agreement and in order to consummate the transactions described above, Suncoast and West Coast, the constituent limited liability companies to this Agreement, agree as follows:

1. Suncoast and West Coast agree that Suncoast shall be merged into West Coast as a single limited liability company upon the terms and conditions of this Agreement, and that West Coast shall continue under the laws of the State of Florida as the surviving limited liability company (the "Surviving Company"), and they further agree as follows:

(a) The purposes, the registered agent, the address of the registered office, number of managers, and the membership units of the Surviving Company shall be as appears in the Articles of Organization of West Coast on file with the office of the Secretary of State of the State of Florida as of the date of this Agreement. The terms and provisions of said Articles of Organization are incorporated by reference into this Agreement. From and after the Effective Date (as herein defined) and until further amended, altered or restated as provided by law, the Articles of Organization, separate and apart from this Agreement, shall be and may be separately certified as the Articles of Organization of the Surviving Company.

(b) The Operating Agreement in effect as of the Effective Date shall be the Operating Agreement of the Surviving Company until it shall be altered, amended or repealed, until a new Operating Agreement is adopted as provided therein.

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(c) Brad Davis and John Myslak, the sole members of West Coast, shall be and continue to be the persons constituting the Managers (within the meaning of Article V of the Operating Agreement of West Coast) of the Surviving Company on the Effective Date.

2. This undersigned members of each of the constituent limited liability companies hereby consent and approve of this Agreement in accordance with Fla. Stat. §608.4381-608.4383, as evidenced by their signatures to this Agreement, which Agreement shall be certified by the Secretary of each of the constituent limited liability companies to this Agreement, along with the appropriate Articles of Merger which shall be signed, acknowledged and filed with the Secretary of State pursuant to the laws of the State of Florida. The merger of Suncoast into West Coast shall become effective as of the date specified in the Articles of Merger filed with the office of the Secretary of State of the State of Florida, which is January 22, 2009 (the "Effective Date").

3. Once this Agreement, and the corresponding Articles of Merger, have been approved, signed, acknowledged and filed as set forth above, the separate existence of Suncoast shall cease and it shall be merged into the Surviving Company in accordance with this Agreement, and the Surviving Company shall continue unaffected and unimpaired by the merger and shall possess all of the rights, privileges, powers, franchises, patents, trademarks, licenses and registrations, both of a public and private nature, and shall be subject to all the restrictions, disabilities and duties of each of the constituent limited liability companies so merged, and all of the rights, privileges, powers, franchises, patents, trademarks, licenses and registrations of each of the constituent limited liability companies; and all property, real, personal and mixed, and all debts due to either of the constituent limited liability companies on whatever account as well for membership subscriptions and all other things in action or belonging to each of the constituent limited liability companies shall be vested in the Surviving Company; and all property, rights, privileges, powers, franchises, patents, trademarks, licenses and registrations and every other interest thereafter shall be as effectually the property of the Surviving Company as they were of the respective constituent limited liability companies; and the title to any real estate, whether vested by deed or otherwise in either of the constituent limited liability companies under the laws of the State of Florida, or any other state where real estate may be located, shall not revert or in any way be impaired by reason of

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the merger, provided that all rights of creditors and all liens upon the property of any of the constituent limited liability companies shall be preserved unimpaired; and all debts, liabilities and duties of the constituent limited liability companies shall then attach to the Surviving Company, and may be enforced against it to the same extent as if those debts, liabilities and duties had been incurred or contracted by it.

4. The manner and basis of converting the membership units of Suncoast into membership units, obligations or other securities of the Surviving Company, or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire membership units of Suncoast into rights to acquire shares, obligations, or other securities of the Surviving Company, or any other corporation or, in whole or in part, into cash or other property are as follows:

(a) On the Effective Date, the two hundred (200) membership units issued and outstanding membership units of Suncoast, with no par value, which are held as follows:

Brad Davis - 100 membership units

John Myslak - 100 membership units

shall, by virtue of the merger, and without any action on the part of the holders of such shares, be converted into and exchanged for a corresponding number of membership units in West Coast, with no par value.

(b) Each issued and outstanding membership unit of West Coast, with no par value, shall continue as one (1) membership unit, with no par value, of the Surviving Company.

(c) Upon the conversion of the two hundred (200) membership units of issued and outstanding membership units of Suncoast as set forth in this paragraph four (4), the issued and outstanding membership units of the Surviving Company will be held as follows:

Brad Davis - 200 membership units (constituting 100 membership units of West Coast prior to the merger, plus the 100 membership units of Suncoast converted to membership units of West Coast pursuant to the merger)

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John Myslak - 200 membership units (constituting 100 membership units of West Coast prior to the merger, plus the 100 membership units of Suncoast converted to membership units of West Coast pursuant to the merger)

5. As soon as practicable after the Effective Date, West Coast shall issue and deliver to Brad Davis and John Myslak, the sole members of West Coast, certificates for 100 membership units each of its membership units, in accordance with paragraph four (4) of this Agreement, and such members shall surrender his or her respective certificate or certificates previously representing membership units in Suncoast. Until surrendered, each such certificate representing membership units in Suncoast shall be deemed for all corporate purposes, other than the payment of dividends, to evidence ownership of the respective membership units of West Coast into which they shall have been converted.

6. All membership units of West Coast, for and into which membership units of Suncoast shall have been converted and exchanged pursuant to this Agreement, shall be deemed to have been issued in full satisfaction of all rights pertaining to the converted and exchanged membership units.

7. Prior to and from and after the Effective Date, the constituent limited liability companies shall take all action necessary or appropriate in order to effectuate the merger. In case at any time after the Effective Date the Surviving Company shall determine that any further conveyance, assignment or other document or any further action is necessary or desirable to vest in the Surviving Company full title to all properties, assets, rights, privileges and franchises of Suncoast, the members and managers of the constituent limited liability companies shall execute and deliver all instruments and take all action which the Surviving Company may determine to be necessary or desirable in order to vest in and confirm to the Surviving Company title to and possession of all those properties, assets, privileges and franchises, and otherwise to carry out the purpose of this Agreement.

8. Since each of the constituent limited liability companies have common members and managers, and since each uses the same certified public accountant and attorney, there is no need for the exchange of any representations and warranties between the two limited liability companies. Suncoast shall on the Effective Date deliver possession of all of its assets and properties and all of its books and records evidencing the same to West Coast.

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9. Anything in this Agreement to the contrary notwithstanding, this Agreement may be terminated and abandoned at any time prior to the Effective Date by the mutual consent of the managers of the constituent limited liability companies. In the event of any termination and abandonment, notice shall be given to the other party to this Agreement and this Agreement then shall become wholly void and of no effect, and there shall be no liability on the part of any party or its managers or members.

10. This Agreement embodies the entire agreement between the parties. There have been and are no agreements, covenants, representations or warranties between the parties other than those expressly stated or expressly provided for in this Agreement.

11. All notices, requests, demands and other communications shall be in writing and shall be deemed to have been duly given if delivered or mailed, first class postage prepaid to:

West Coast Metal Roofing & Construction, LLC  
5689 Industrial Blvd.  
Milton, FL 32583

Suncoast Building Components, L.L.C.  
5689 Industrial Blvd.  
Milton, FL 32583

12. This Agreement is made pursuant to and shall be construed under the laws of the State of Florida. It shall inure to the benefit of and be binding upon Suncoast and West Coast, and their respective successors and assigns.

*[remainder of page intentionally blank]*

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IN WITNESS WHEREOF, the duly authorized managers of Suncoast and West Coast have signed this Plan and Agreement of Merger, this 22<sup>nd</sup> day of January, 2009.

**Suncoast Building Components, L.L.C.,  
a Florida limited liability company**

By:   
Brad Davis, Manager

By:   
John Myslak, Manager

**West Coast Metal Roofing & Construction, LLC,  
a Florida limited liability company**

By:   
Brad Davis, Manager

By:   
John Myslak, Manager

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IN WITNESS WHEREOF, the undersigned members of Suncoast and West Coast, which constitute all the members of each respective company, have signed this Plan and Agreement of Merger, as evidence of their consent hereto, this 22<sup>d</sup> day of January, 2009.


**Members of Suncoast Building Components, L.L.C.,  
a Florida limited liability company**

  
\_\_\_\_\_  
Brad Davis

  
\_\_\_\_\_  
John Myslak

**Members of West Coast Metal Roofing & Construction, LLC,  
a Florida limited liability company**

  
\_\_\_\_\_  
Brad Davis

  
\_\_\_\_\_  
John Myslak

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