



THE UNITED STATES
CORPORATION
COMPANY

155368

ACCOUNT NO. : 072100000032

REFERENCE : 561683 4302990

AUTHORIZATION :

Patricia P. Pugh

COST LIMIT : \$ 70.00

ORDER DATE : October 10, 1997

ORDER TIME : 10:54 AM

ORDER NO. : 561683-005

CUSTOMER NO: 4302990

600002318656--6

CUSTOMER: Vicki Phelps, Legal Assistant
Latham & Watkins
Suite 4100
633 West Fifth Street
Los Angeles, CA 90071

ARTICLES OF MERGER

LEWIS PAINT COMPANY

INTO

ARNOLD PAINT COMPANY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY.
XX PLAIN STAMPED COPY

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

DSH
DSH

FILED
97 OCT 13 PM 3:58
TALLAHASSEE, FLORIDA

RECEIVED
97 OCT 13 PM 12:11
DIVISION OF CORPORATION

155368

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

LEWIS PAINT COMPANY, a Florida corporation H31075

INTO

ARNOLD PAINT COMPANY, a Florida corporation, 155368.

File date: October 13, 1997

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER
OF
LEWIS PAINT COMPANY
INTO
ARNOLD PAINT COMPANY

FILED
97 OCT 13 PM 3:58
TALLAHASSEE, FLORIDA

FIRST: Arnold Paint Company, a corporation incorporated under the laws of the State of Florida (hereinafter referred to as the "Parent Corporation"), owns all of the outstanding shares of stock of Lewis Paint Company (hereinafter referred to as the "Subsidiary Corporation"), a corporation incorporated under the laws of the State of Florida.

SECOND: The plan of merger attached hereto as Exhibit A, providing for the merger of the Subsidiary Corporation with and into the Parent Corporation, was adopted by the Board of Directors of the Parent Corporation on October 10, 1997.

THIRD: The Subsidiary Corporation has 100 shares of common stock issued and outstanding, all of which are owned by the Parent Corporation.

FOURTH: Approval of the shareholders of either the Parent Corporation or the Subsidiary Corporation was not required, as provided in Section 607.227(1) of the Florida General Corporation Act.

Executed on October 10, 1997

ARNOLD PAINT COMPANY

By: 

Name: Mortimer A. Kline, III

Title: President

By: 

Name: Michael O'Donovan

Title: Secretary

EXHIBIT A

PLAN OF MERGER OF LEWIS PAINT COMPANY INTO ARNOLD PAINT COMPANY

1. Arnold Paint Company, a corporation organized and existing under the laws of the State of Florida (hereinafter, the "Parent Corporation"), owns all of the outstanding shares of stock of Lewis Paint Company, a corporation organized and existing under the laws of the State of Florida (hereinafter, the "Subsidiary Corporation").

2. The Parent Corporation does hereby merge the Subsidiary Corporation with and into itself and assume all of its obligations pursuant to the provisions of Section 607.227 of the Florida General Corporation Act.

3. Upon the effectiveness of said merger, all outstanding shares of stock of the Subsidiary Corporation shall be cancelled and no shares of the Parent Corporation shall be issued in exchange therefor.

4. The Board of Directors and the officers of the Parent Corporation are hereby authorized, empowered and directed to do any and all acts, and to make, execute, deliver, file, and/or record any and all instruments and documents which shall be or become necessary or advisable in order to carry out or put into effect any of the provisions of this Plan of Merger or the merger herein provided for.

5. The Parent Corporation, who is the owner of all of the outstanding shares of the Subsidiary Corporation, does hereby waive the mailing of a copy of this Plan of Merger.