34065/

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DIVINION OF CORPORATION

WO2-3609-

J. BRYAN DEC 3 U ZUUZ

BRYAN DEC 3 1 2002



ACCOUNT NO. : 072100000032

REFERENCE: 873800 5034981

AUTHORIZATION :

COST LIMIT : \$ 60.00

ORDER DATE: December 27, 2002

ORDER TIME : 9:06 AM

ORDER NO. : 873800-010

CUSTOMER NO: 5034981

CUSTOMER: Ms. Lisette Luaces

Watsco, Inc. Suite 901

2665 South Bayshore Drive Coconut Grove, FL 33133

ARTICLES OF MERGER

GEMAIRE DISTRIBUTORS, INC.

INTO

GEMAIRE DISTRIBUTORS LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Ginger Simmons

EXAMINER'S INITIALS:

MIN DEC 31 PM 2: 03



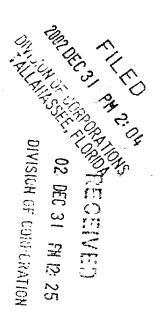
FLORIDA DEPARTMENT OF STATE Jim Smith Secretary of State

December 30, 2002

CSC GINGER SIMMONS

SUBJECT: GEMAIRE DISTRIBUTORS, INC.

Ref. Number: W02000036093



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

The plan of merger must meet the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes.

The articles of merger must reflect that the surviving entity appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

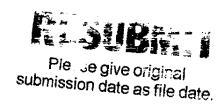
We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan Document Specialist

Letter Number: 202A00067793



ARTICLES OF MERGER Merger Sheet

MERGING:

Marca, March Colons

GEMAIRE DISTRIBUTORS, INC. A FLORIDA ENTITY, #340651

INTO

GEMAIRE DISTRIBUTORS LLC, entity not qualified in Florida.

File date: December 30, 2002

Corporate Specialist: Joey Bryan

Account number: 072100000032 Amount charged: 60.00

ARTICLES OF MERGER AND PLAN AND AGREEMENT OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes. dange 31 By 2: Of the state of

FIRST: The exact name and jurisdiction of each merging party are as follows:

Name

Jurisdiction

Gemaire Distributors, Inc.

Florida

340651

SECOND: The exact name and jurisdiction of the <u>surviving</u> party are as follows:

Name

Jurisdiction

Gemaire Distributors LLC

Delaware

THIRD: The terms and conditions of the merger are as follows:

See attached sheet

(Attach additional sheet(s) if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

See attached sheet

B. The manner and basis of converting <u>rights to acquire</u> interests, shares, obligations or other securities of each merged party into <u>rights to acquire</u> interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

See attached sheet.

(Attach additional sheet(s) if necessary)

<u>FIFTH:</u> If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

If General Partner is a Non-Individual,

Name(s) and Address(es) of General Partner(s)

Florida Document/Registration Number

SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

Barry S. Logan 2665 South Bayshore Drive, Suite 901 Coconut Grove, Florida 33133

Ana M. Menendez 2665 South Bayshore Drive, Suite 901 Coconut Grove, Florida 33133



<u>SEVENTH:</u> All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

See attached sheet.

EIGHTH: Other provisions, if any, relating to the merger:

See attached sheet.

(Attach additional sheet(s) if necessary)

NINTH: The merger shall become effective as of: The date the Articles of Merger are filed with Florida Department of State <u>OR</u> 11:59 P.M. December 31, 2002 (Enter specific date. NOTE: Date cannot be prior to the date of filing.)

OMORICA PARCON **TENTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

Name of Entity	Signature(s)	Typed or Printed Name of Individual
Gemaire Distributors, Inc.		Barry S. Logan _, Vp
Gemaire Distributors LLC	My	Barry S. Logan , VP of Member, CDS Holdings, Inc.

(Attach additional sheet(s) if necessary)

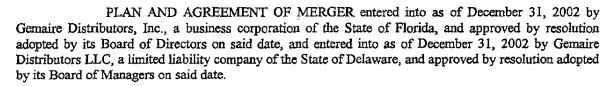
PLAN AND AGREEMENT OF MERGER

OF

GEMAIRE DISTRIBUTORS, INC.
(a Florida corporation)

AND

GEMAIRE DISTRIBUTORS LLC
(a Delaware limited liability company)



WHEREAS, Gemaire Distributors, Inc. is a business corporation of the State of Florida with its principal office therein located at 2151 W. Hillsboro Boulevard, Suite 400, City of Deerfield Beach, County of Broward; and

WHEREAS, the total number of shares of stock which Gemaire Distributors, Inc. has authority to issue is 100, all of which are of one class and of a par value of \$1.00 each; and

WHEREAS, Gemaire Distributors LLC is a limited liability company of the State of Delaware with its registered office therein located at 2711 Centerville Road, City of Wilmington, County of New Castle; and

WHEREAS, the Florida Business Corporation Act permits a merger of a business corporation of the State of Florida with and into a limited liability company of another jurisdiction; and

WHEREAS, the Limited Liability Company Act of the State of Delaware permits the merger of a business corporation of another jurisdiction with and into a limited liability company of the State of Delaware; and

WHEREAS, Gemaire Distributors, Inc. and Gemaire Distributors LLC and the respective Board of Director and Board of Managers thereof declare it advisable and to the advantage, welfare, and best interests of said corporation and limited liability company and their respective stockholder and members to merge Gemaire Distributors, Inc. with and into Gemaire Distributors LLC pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the Limited Liability Company Act of the State of Delaware upon the terms and conditions hereinafter set forth,

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by Gemaire Distributors, Inc. and approved by a resolution



- adopted by its Board of Directors and being thereunto duly entered into by Gemaire Distributions approved by a resolution adopted by its Board of Managers, the Plan and Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Plan and Agreement set forth.

 1. Gemaire Distributors, Inc. and Gemaire Distributors LLC shall, pursuant to the Florida Business Corporation Act and the provisions of the Limited Liability Company.

 1. The Florida Business Corporation Act and the provisions of the Limited Liability Company to wit, Gemaire from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "Surviving Company", and which shall continue to exist under its present name pursuant to the provisions of the Limited Liability Company Act of the State of Delaware. The separate existence of Gemaire Distributors, Inc., which is sometimes hereinafter referred to as the "Terminating Corporation", shall cease at said effective time in accordance with the provisions of the Florida Business Corporation Act.
- 2. Annexed hereto and made a part hereof is a copy of the Certificate of Organization of the Surviving Company as the same shall be in force and effect at the effective time in the State of Delaware of the merger herein provided for, such Certificate of Organization shall continue to be the Certificate of Organization of the Surviving Company until amended and changed pursuant to the provisions of the Limited Liability Company Act of the State of Delaware.
- 3. The present operating agreement of the Surviving Company will be the operating agreement of the Surviving Company and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Limited Liability Company Act of the State of Delaware.
- 4. The managers and officers of the Surviving Company in office at the effective time of the merger shall be the members of the first Board of Managers and the first officers of the Surviving Company, all of whom shall be the managers and officers until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the operating agreement of the Surviving Company.
- 5. Each issued share of the Terminating Corporation shall, at the effective time of the merger, be cancelled. The issued membership interests of the Surviving Company shall not be converted or exchanged in any manner, but each membership interest issued as of the effective date of the merger shall continue to represent one issued membership interest of the Surviving Company.
- 6. In the event that this Plan and Agreement of Merger shall have been fully approved and adopted upon behalf of the Terminating Corporation in accordance with the provisions of the Florida Business Corporation Act and upon behalf of the Surviving Company in accordance with the provisions of the Limited Liability Company Act of the State of Delaware, this corporation and limited liability company agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Florida and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Florida and the State of Delaware and elsewhere to effectuate the merger herein provided for.

- 7. The Board of Directors and the proper officers of the Terminating Corporation and of the Board of Managers of the Surviving Company are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger or of the merger herein provided for.
 - 8. The initial managers of the limited liability company shall be:

Barry S. Logan

2665 S. Bayshore Drive

Suite 901

Coconut Grove, FL 33133

Ana M. Menendez

2665 S. Bayshore Drive

Suite 901

Coconut Grove, FL 33133

9. The effective time of this Plan and Agreement of Merger, and the time at which the merger herein agreed upon shall become effective in the State of Delaware, shall be 11:59 p.m. on December 31, 2002.

10. See below.

IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby executed upon behalf of each of the constituent corporations parties thereto.

Dated: December 31, 2002.

GEMAIRE DISTRIBUTORS, INC.

By:

Barry S. Logan, Vice President

GEMAIRE DISTRIBUTORS LLC

By:

Barry S. Logan, Vice President

10. The surviving entity (Gemaire Distributors LLC) appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.