

352036  
LAW OFFICES  
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March 17, 1999

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

RE: GIROUARD CORPORATION  
Merger into  
CENTRAL DOOR COMPANY, INC.

Gentlemen:

Enclosed please find the original and one copy of Articles of Merger together with our check for \$78.75. Please file the Articles of Merger and return one certified copy to our office.

If you need anything further, please contact this office. Thank you.

Very truly yours,

WHEELER & TRAVISS, P.A.

*Carolyn S. Redman*  
Carolyn S. Redman, CPS  
Secretary

csr

Enclosures

300002812348--6  
-03/18/99-01092--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

200002812352--7  
-03/19/99-01092--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

FILED  
99 MAR 19 AM 11:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Wheeler*  
*3/24*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

GIROUARD CORPORATION, a Florida corporation, document number 645777

INTO

**CENTRAL DOOR COMPANY INC**, a Florida corporation, 352036

File date: March 19, 1999

Corporate Specialist: Karen Gibson

**ARTICLES OF MERGER**

**OF**

**GIROUARD CORPORATION, a Florida Corporation  
INTO  
CENTRAL DOOR COMPANY, INC., a Florida Corporation**

**FILED**  
99 MAR 19 AM 11:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

These ARTICLES OF MERGER are between GIROUARD CORPORATION, a Florida Corporation, and CENTRAL DOOR COMPANY, INC., a Florida Corporation.

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the Act), GIROUARD CORPORATION and CENTRAL DOOR COMPANY, INC. adopt the following Articles of Merger:

1. The PLAN OF MERGER dated March 16, 1999, between GIROUARD CORPORATION and CENTRAL DOOR COMPANY, INC. was approved and adopted by the shareholders of GIROUARD CORPORATION on March 16, 1999, and by the shareholders of CENTRAL DOOR COMPANY, INC. on March 16, 1999.
2. The PLAN OF MERGER is attached as Exhibit A and incorporated by reference as if fully set forth.
3. Pursuant to Section 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be upon the filing of these ARTICLES OF MERGER with the Secretary of State of Florida.
4. CENTRAL DOOR COMPANY, INC., a Florida Corporation will be the surviving Corporation upon the filing of these ARTICLES OF MERGER with the Secretary of State of Florida.

IN WITNESS WHEREOF the parties have set their hands this 16th day March, 1999.

**GIROUARD CORPORATION**

By: Evelyn S. Girouard  
EVELYN S. GIROUARD, President

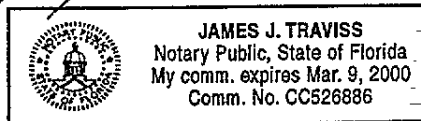
**CENTRAL DOOR COMPANY, INC.**

By: Scott R. Girouard  
SCOTT R. GIROUARD, President

STATE OF FLORIDA  
COUNTY OF POLK

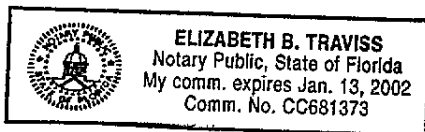
The foregoing instrument was acknowledged before me this 16th day of March, 1999, by  
EVELYN S GIROUARD, as President of GIROUARD CORPORATION, a Florida corporation, on  
behalf of said corporation. She is personally known to me and did not take an oath.

  
JAMES J. TRAVISS, NOTARY PUBLIC  
MY COMMISSION EXPIRES:



STATE OF FLORIDA  
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 16th day of March, 1999, by  
SCOTT R. GIROUARD, as President of GIROUARD CORPORATION, a Florida corporation, on  
behalf of said corporation. He is personally known to me and did not take an oath.



  
ELIZABETH B. TRAVISS, NOTARY PUBLIC  
MY COMMISSION EXPIRES: 01/13/2002

PLAN OF MERGER  
GIROUARD CORPORATION  
INTO  
CENTRAL DOOR COMPANY, INC.

This Merger of Girouard Corporation (Girouard) into Central Door Company, Inc. (Central Door) is being effected pursuant to this Plan of Merger (Plan) in accordance with Section 607.1101 of the Florida Business Corporation Act (Act).

1. **Articles of Incorporation;** The Articles of Incorporation of Central Door, as previously amended and in effect immediately prior to the Effective Date of the Merger shall, without any changes, be the Articles of Incorporation of Central Door after the Effective Date of the Merger.
2. **Distribution to Shareholders;** Upon the Effective Date, the 500 issued and outstanding shares of Girouard shall be converted into and exchanged for one (1) share of Central Door. Each share of Central Door's stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Central Door.
3. **Satisfaction of Rights of Girouard's Shareholders;** All shares of Central Door's stock into which shares of Girouard's stock shall have been converted and become exchangeable for pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted shares.
4. **Effect of Merger;** On the Effective Date, Girouard shall cease to exist and Central Door shall be fully vested in Girouard's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1106 of the Act.
5. **Supplemental Action;** Any time after the Effective Date should Central Door determine that any further action or conveyances are needed, then the appropriate officers of Central Door or Girouard, as the case may be, shall execute all necessary and proper documents to carry out the provisions of this plan.
6. **Filing with the Florida Department of State and Effective Date.** Upon the closing as provided in the Agreement of Merger of which this plan is a part, Girouard and Central Door shall cause their respective President to execute Articles of Merger in the form attached at which time this plan will be incorporated into the Articles of Merger. Thereupon, the Articles of Merger shall be delivered for filing by Central Door to the Florida Department of State. The Effective Date shall be the date of filing.

7. **Distribution of Shares;** Upon the Effective Date, the sole stockholder of Girouard shall exchange all of his 500 outstanding stock of Girouard for one (1) share of Central Door.
8. **Termination;** Prior to the Effective Date, this Plan may be terminated and the share exchange abandoned by mutual consent of the boards of Directors of both corporations.

IN WITNESS WHEREOF, the parties have set their hands this 16th day March, 1999.

**GIROUARD CORPORATION**

By: Evelyn Girouard  
Evelyn Girouard, President

**CENTRAL DOOR COMPANY, INC.**

By: Scott R. Girouard  
Scott R. Girouard, President

**CONSENT OF SHAREHOLDERS**

The sole shareholder of GIROUARD CORPORATION hereby consents to this PLAN OF MERGER this 16th day of March, 1999.

Evelyn Girouard  
Evelyn Girouard Trustee of the **RAYMOND**  
**P. GIROUARD Revocable Trust**

The sole shareholder of CENTRAL DOOR COMPANY, INC. hereby consents to this PLAN OF MERGER this 16th day of March, 1999.

Evelyn Girouard  
Evelyn Girouard Trustee of the **RAYMOND**  
**P. GIROUARD Revocable Trust**