

413350

Florida Department of State  
Division of Corporations  
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## MERGER OR SHARE EXCHANGE

ALL INTERIOR SUPPLY, INC.

|                       |          |
|-----------------------|----------|
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TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**  
(Profit Corporations)

**EFFECTIVE DATE**  
12/31/07

The following Articles of Merger are submitted in accordance with the Florida Business corporations Act, pursuant to section 607.1105, Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation:

| <u>Name</u>               | <u>Jurisdiction</u> | <u>Document Number</u><br>(If known/applicable) |
|---------------------------|---------------------|---|
| All Interior Supply, Inc. | Florida             | 413350  |

**Second:** The name and jurisdiction of the merging corporation:

| <u>Name</u>                                | <u>Jurisdiction</u> | <u>Document Number</u><br>(If known/applicable) |
|--|---------------------|---|
| AIS Miami, Inc.                            | Florida             | M96639  |
| AIS Orlando, Inc.                          | Florida             | M05723  |
| AIS West Palm Beach, Inc.                  | Florida             | M96582  |
| All-Interior Supply, Inc. (North Carolina) | North Carolina      |   |
| All-Interior Supply of Tampa Bay Inc.      | Florida             | 308   |

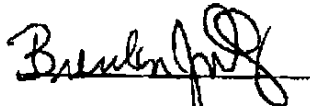
**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective December 31, 2007.

**Fifth:** The Plan of Merger was adopted by the board of directors of All Interior Supply, Inc., the surviving corporation, by unanimous written consent dated as of December 14, 2007, and shareholder approval was not required.

**Sixth:** The Plan of Merger was adopted by the board of directors of AIS Miami, Inc., AIS Orlando, Inc., AIS West Palm Beach, Inc., All-Interior Supply, Inc. (North Carolina), and All-Interior Supply of Tampa Bay, Inc., the merging corporations, by unanimous written consent dated as of December 14, 2007, and shareholder approval was not required.

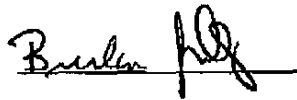
**Seventh:** Signatures for Each Corporation

| <u>Name of Corporation</u>             | <u>Signature of Officer</u>   | <u>Typed Name and Title</u>                                  |
|--|---|--|
| All Interior Supply, Inc.<br>(Florida) |  | Brendan J. Deely<br>President and Chief<br>Executive Officer |

#166782

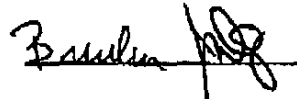
1 of 2

**AIS Miami, Inc.**



**Brendan J. Deely**  
President and Chief  
Executive Officer

**AIS Orlando, Inc.**



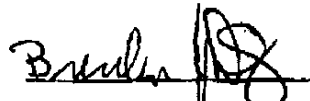
**Brendan J. Deely**  
President and Chief  
Executive Officer

**AIS West Palm Beach, Inc.**



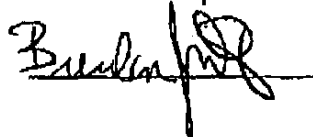
**Brendan J. Deely**  
President and Chief  
Executive Officer

**All-Interior Supply, Inc.**  
(North Carolina)



**Brendan J. Deely**  
President and Chief  
Executive Officer

**All-Interior Supply of Tampa  
Bay Inc.**



**Brendan J. Deely**  
President and Chief  
Executive Officer

## PLAN OF MERGER

The following Plan of Merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

| <u>Name</u>               | <u>Jurisdiction</u> |
|---------------------------|---------------------|
| All Interior Supply, Inc. | Florida             |

The name and jurisdiction of each subsidiary corporation:

| <u>Name</u>                           | <u>Jurisdiction</u> |
|---------------------------------------|---------------------|
| AIS Miami, Inc.                       | Florida             |
| AIS Orlando, Inc.                     | Florida             |
| AIS West Palm Beach, Inc.             | Florida             |
| All-Interior Supply, Inc.             | North Carolina      |
| All-Interior Supply of Tampa Bay Inc. | Florida             |

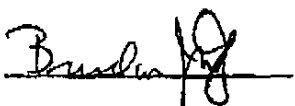
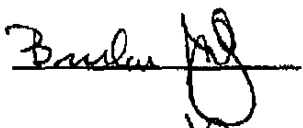
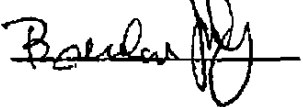
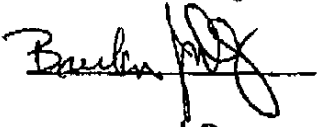
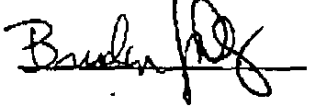
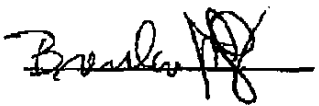
The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

The shares of each subsidiary (merging) corporation shall be cancelled and each shareholder of All Interior Supply, Inc. (Florida), the surviving corporation, whose shares were outstanding immediately prior to the merger will hold the same number of shares with identical designations, preferences, limitations and relative rights, immediately after the merger.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

The sole shareholder of each subsidiary has waived in writing the requirement that it receive by mail a copy of the Plan of Merger.

| <u>Name of Corporation</u>                    | <u>Signature of Officer</u>  | <u>Typed Name and Title</u>                                  |
|---|--|--|
| All Interior Supply, Inc.<br>(Florida)        |    | Brendan J. Deely<br>President and Chief<br>Executive Officer |
| AIS Miami, Inc.                               |    | Brendan J. Deely<br>President and Chief<br>Executive Officer |
| AIS Orlando, Inc.                             |    | Brendan J. Deely<br>President and Chief<br>Executive Officer |
| AIS West Palm Beach, Inc.                     |   | Brendan J. Deely<br>President and Chief<br>Executive Officer |
| All-Interior Supply, Inc.<br>(North Carolina) |  | Brendan J. Deely<br>President and Chief<br>Executive Officer |
| All-Interior Supply of Tampa<br>Bay Inc.      |  | Brendan J. Deely<br>President and Chief<br>Executive Officer |