

FAX AUDIT NO.: H12000264156 3

674062

Florida Department of State
Division of Corporations
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(((H12000264156 3)))



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MERGER OR SHARE EXCHANGE
Shell Lumber and Hardware Company

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To: 18506176380

From: MICHAEL J FREEMAN PA 3054427344

11/5/2012

NOV-05-2012 13:06

FAX AUDIT NO.: H12000264156 ARTICLES OF MERGER
FOR FLORIDA PROFIT CORPORATION

2012 NOV - 5 PM 1:57

The following Articles of Merger are submitted to merge the following Florida Profit Corporation in accordance with s. 607.1109 or 617.0302, Florida Statutes.

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

Naron and Naron, a Florida General Partnership

SP1200001499

Shell Lumber and Hardware Company, a Florida corporation

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


Shell Lumber and Hardware Company, a Florida corporation

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THIRD: The attached plan of merger was approved by the domestic corporation and the limited liability limited partnership that are parties to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

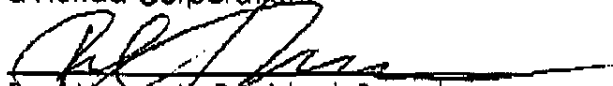
FOURTH: The effective date of the merger is the 5th day of November, 2012.


Naron and Naron, a Florida
General Partnership:


Steven Naron, its General Partner


Paul Naron, its General Partner

Shell Lumber and Hardware Company
a Florida Corporation:


Paul Naron, its President, Secretary
and Director


Steven Naron, its Director

PLAN OF MERGER

2012 NOV -5 PM 1:57

FIRST: The exact Name, entity type, and jurisdiction for each of the merging party are as follows:

Naron and Naron, a Florida General Partnership

Shell Lumber and Hardware Company, a Florida corporation

SECOND: The exact name, entity type and jurisdiction of the surviving party is as follows:

Shell Lumber and Hardware Company, a Florida Corporation

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

I. Naron and Naron, a Florida General Partnership will merge with Shell Lumber and Hardware Company, a Florida corporation. The surviving company is Shell Lumber and Hardware Company, a Florida corporation.

II. Naron and Naron, a Florida General Partnership shall be a tax free and cash free exchange of the general partnership's assets and shall retain shares in Shell Hardware and Lumber Company. The corporation will assume all debt of the GP, including the unpaid 2012 real estate taxes. When the merger is completed Paul Naron and Steven Naron will own the same percentage of Shell Lumber and Hardware Company as each held in the two entities before the merger, namely 94.5% and 5.5% respectively.

FOURTH:

A. The Manner and basis of converting the interest, shares, obligations or other securities of each merged party into the interests, shares, obligation or others securities of the survivor, in whole or in part, into cash or other property is execution of a Quit Claim Deed to Shell Lumber and Hardware Company conveying its sole asset, namely 3 parcels of real estate and bank accounts.

B. The manner and basis of converting the rights to acquire the interest in shares of each merged party into the rights to acquire the interest shares, of the survivor, in whole or in part, into cash or other property is as follows: The general partners will retain their same ownership interest in the shares in Shell Lumber and Hardware Company when the merger is completed Paul Naron and Steven Naron will own the same percentage of Shell Lumber and Hardware Company as each held in the two entities before the merger, namely 94.5% and 5.5% respectively.

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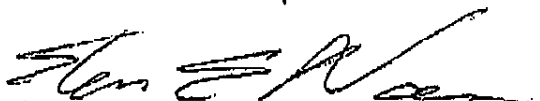
FIFTH: Shell Lumber and Hardware Company is the surviving entity. The name and business address of each officer is as follows:

Paul Naron
Director, President & Secretary
2733 SW 27th Avenue
Miami, FL 33133

Steven Naron
Director
2733 SW 27th Avenue
Miami, FL 33133

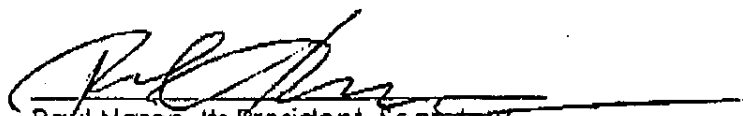
Dated this 5th day of November, 2012.


Naron and Naron, a Florida
General Partnership:


Steven Naron, its General Partner


Paul Naron, its General Partner

Shell Lumber and Hardware Company
a Florida Corporation:


Paul Naron, its President, Secretary
and Director


Steven Naron, its Director

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