

F00000007038

Division of Corporations

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Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850) 617-6380

**RESUBMIT**

Please give original submission date as file date.

From: Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850) 521-1000  
Fax Number : (850) 558-1575

01/13/09

DQW

**MERGER OR SHARE EXCHANGE**

**HUNTER DOUGLAS WINDOW DECOR, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

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TALLAHASSEE, FLORIDA

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Florida Dept of State



January 13, 2009

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

ISO-TECK INDUSTRIES, INC.  
1141 NW 31 AVENUE  
POMPANO BEACH, FL 33069US

SUBJECT: ISO-TECK INDUSTRIES, INC.  
REF: P93000030878

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The above listed entity was administratively dissolved or its certificate of authority was revoked for failure to file the 2007 annual report. The entity must be reinstated before this document can be filed.

The total amount due to reinstate is \$1050.00.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6964.

Irene Albritton  
Regulatory Specialist II

Letter Number: 409A00001240

P.O BOX 6327 - Tallahassee, Florida 32314

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
09 JAN 13 AM 8:41

**ARTICLES OF MERGER**  
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation 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> (If known/ applicable)
HUNTER DOUGLAS WINDOW DECOR, INC.	DELAWARE	

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
ISO-TECK INDUSTRIES, INC.	FLORIDA	P93000030878

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

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**OR** \_\_\_\_/\_\_\_\_/\_\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 12-31-08

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 12-31-08

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

HUNTER DOUGLAS WINDOW DECOR, INC.

Jeanne Garpietro

JENNIFER GIAMPIETRO - ASSISTANT SECRETARY

ISO-TECK INDUSTRIES, INC.

George Hanington

JENNIFER GIAMPIETRO - ASSISTANT SECRETARY

**AGREEMENT AND PLAN OF MERGER**

**OF**

**ISO-TECK INDUSTRIES, INC.**  
(a Florida corporation)

**AND**

**HUNTER DOUGLAS WINDOW DÉCOR, INC.**  
(a Delaware corporation)

This AGREEMENT AND PLAN OF MERGER dated as of December 31, 2008 by and between ISO-TECK INDUSTRIES, INC., a business corporation of the State of Florida ("Merging Corporation"), and HUNTER DOUGLAS WINDOW DÉCOR, INC., a business corporation of the State of Delaware ("Surviving Corporation").

**WITNESSETH**

WHEREAS, Merging Corporation and Surviving Corporation and the respective Shareholders and Boards of Directors thereof declare it advisable and to the advantage, welfare, and best interests of said corporations and their respective shareholders to merge Merging Corporation with and into Surviving Corporation pursuant to the provisions of the General Corporation Law 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 Merging Corporation and approved by a resolution adopted by its Board of Directors and Shareholders and being thereunto duly entered into by Surviving Corporation and approved by a resolution adopted by its Board of Directors and Shareholders, the Agreement and Plan 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 the Agreement set forth.

1. Merging Corporation and Surviving Corporation shall, pursuant to the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, Surviving Corporation, which shall be the surviving corporation from and after the effective time of the merger, and which shall continue to exist as said Surviving Corporation under the name Hunter Douglas Fabrication Company pursuant to the provisions of the General Corporation Law of the State of Delaware. The separate existence of Merging Corporation shall cease at said effective time in accordance with the provisions of the General Corporation Law of the State of Delaware.

2. The present articles of incorporation of the Surviving Corporation shall continue to be the Articles of Incorporation of said surviving corporation until further amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

3. The present by-laws of the Surviving Corporation will be the by-laws of said Surviving corporation 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 General Corporation Law of the State of Delaware.

4. The directors and officers in office of the Surviving Corporation at the effective time of the merger shall continue to be the members of the Board of Directors and officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the Surviving Corporation.

5. At the effective time of the merger, the separate existence of Merging Corporation shall cease and all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of Merging Corporation shall be transferred to, vested in and devolved upon the Surviving Corporation without further act or deed and all property, rights and every other interest of the Surviving Corporation and the Merging Corporation, shall be as effectively the property of the Surviving Corporation.

6. Each issued share of the Merging Corporation shall, at the effective time of the merger, be cancelled without consideration. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

7. In the event that this Agreement and Plan of Merger shall have been fully approved and adopted upon behalf of the Merging Corporation and Surviving Corporation in accordance with the provisions of the General Corporation Law of the State of Delaware, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Delaware and elsewhere to effectuate the merger herein provided for.

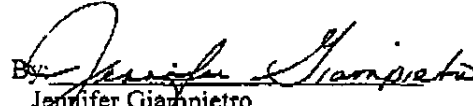
8. The Board of Directors and the proper officers of the Merging Corporation and of the Surviving Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be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

This Agreement and Plan of Merger and the merger herein agreed upon shall become effective in the State of Delaware upon filing.

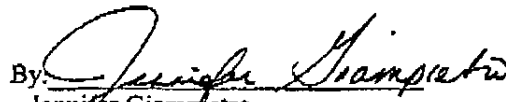
IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby executed upon behalf of each of the constituent corporations parties thereto.

Dated: December 31, 2008

HUNTER DOUGLAS WINDOW DÉCOR, INC.

By:   
Jennifer Giampietro  
Assistant Secretary

ISO-TECK INDUSTRIES, INC.

By:   
Jennifer Giampietro  
Assistant Secretary