

F010000003829

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ATTORNEYS AT LAW.

SOUTH SQUARE CORPORATE CENTRE II  
3708 MAYFAIR STREET, SUITE 100  
DURHAM, N.C. 27707

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KATARINNA KASPLER :

OF COUNSEL  
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RETIRED  
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April 17, 2002

■ BOARD CERTIFIED SPECIALIST IN ESTATE PLANNING & PROBATE LAW  
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- VIA AIRBORNE -

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

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-04/19/02--01085--004  
\*\*\*\*105.00 \*\*\*\*105.00  
500005309215--5  
-04/19/02--01085--004  
\*\*\*\*105.00 \*\*\*\*105.00

Re: Merger of Carolina Door Controls, Inc., A North Carolina Corporation  
Southern Door Controls, Inc., A South Carolina Corporation; and  
Aldoors of Florida, Inc., A Florida Corporation

Dear Sir/Madam:

Enclosed please find two (2) original Articles of Merger, together with the Plan of Merger which has been approved by the Shareholders of each corporation, and the filing fee of \$105.00. Please file these documents and send a filed-stamped copy to my attention in the enclosed envelope.

If you have any questions, please feel free to call me.

Very truly yours,

WALKER & LAMBE, P.L.L.C.



Donna Ray Chmura

DRC/skl/00040243.WPD  
Enclosures

*Merger*

V SHEPARD MAY 6 2002

FILED  
DIVISION OF STATE  
SECRETARY OF CORPORATION  
MAY -2 PM 2:55

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

ALDOORS OF FLORIDA, INC., a Florida corporation, 575579

SOUTHERN DOOR CONTROLS, INC., a South Carolina corporation not  
qualified in Florida.

into

**CAROLINA DOOR CONTROLS, INC.**, a North Carolina entity F01000003829

File date: May 2, 2002

Corporate Specialist: Velma Shepard



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

April 25, 2002

DONNA RA. SHMURA  
SOUTH SQUARE CORPORATE CENTRE II  
3708 MAYFAIR ST., STE. 100  
DURHAM, NC 27707

SUBJECT: CAROLINA DOOR CONTROLS, INC.  
Ref. Number: F01000003829

We have received your document for CAROLINA DOOR CONTROLS, INC. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

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) 245-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 302A00025178

**WALKER & LAMBE, P.L.L.C.**  
**ATTORNEYS AT LAW**

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\*ALSO LICENSED IN DISTRICT OF COLUMBIA  
\*ALSO LICENSED IN FLORIDA

Ms. Velma Shepard, Corporate Specialist  
Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

**Re: Carolina Door Controls, Inc.**


Dear Ms. Shepard:

Enclosed please find duplicate original Articles of Merger containing the dates of approval by the Shareholders and Directors of each merging corporation, as required by your letter of April 25, 2002.

Please file these documents upon receipt and send one back to me in the enclosed self-addressed stamped return envelope.

Very truly yours,

**WALKER & LAMBE, P.L.L.C.**

  
Donna Ray Chmura

DRC/skl/00040664.WPD  
Enclosures

RECEIVED  
02 MAY -2 AM 9:58  
DIVISION OF CORPORATIONS

STATE OF FLORIDA  
SECRETARY OF STATE

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 MAY -2 PM 2:55

ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with Section(s) 607.1104 and 607.1109, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Aldoors of Florida, Inc. 6959 Venture Circle Orlando, Florida 32807	Florida	For Profit Corporation

Florida Document/Registration Number: 575579 FEI Number: 591844035

2. Southern Door Controls, Inc. South Carolina	For Profit Corporation
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Florida Document/Registration Number: NA FEI Number: NA

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Carolina Door Controls, Inc. 3424 Industrial Drive Durham, NC 27704	North Carolina	For Profit Corporation

Florida Document/Registration Number: F01000003829 FEI Number: 560855325

**THIRD:** The attached Plan of Merger meets the requirements of Section 607.1108, Florida Statutes, and was approved by the Shareholders of the parent/surviving corporation on April 15, 2002 pursuant to Section 607.1104, Florida Statutes. The plan of merger was approved by the shareholders and directors of each merging corporation on April 15, 2002.

**FOURTH:** The attached Plan of Merger was approved by the other entities that are a party to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized or otherwise formed under the laws of the State of

Florida, the surviving entity hereby 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 dissenting shareholders, that is a party to the merger.

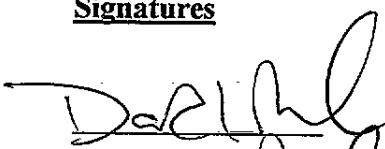
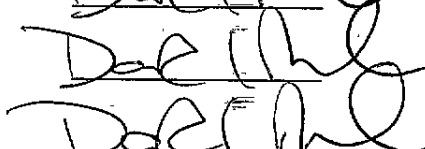

**SIXTH:** If not incorporated, organized or otherwise formed under the laws of the State of Florida, the surviving entity agrees to pay the dissenting shareholders that are a party to the merger the amount, if any, to which they are entitled under Section(s) 607.1302, Florida Statutes.

**SEVENTH:** Not applicable.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership where the regulations or Articles of Organization of any limited liability company that is a party to the merger. The merger shall become effective as of filing.

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

**TENTH:** Signatures for each party.

<u>Name of Entity</u>	<u>Signatures</u>	<u>Type or Printed Name(s)</u> <u>Of Individual</u>
Aldoors of Florida, Inc.		David L. McLeroy, President
Southern Door Controls, Inc.		David L. McLeroy, President
Carolina Door Controls, Inc.		David L. McLeroy, President

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## **EXHIBIT A**

### **PLAN OF MERGER**

#### **A. Corporations Participating in Merger.**

Southern Door Controls, Inc., a South Carolina corporation, and Aldoors of Florida, Inc., a Florida corporation (collectively, the "Merging Corporation") will merge into Carolina Door Controls, Inc., a North Carolina corporation (the "Surviving Corporation"). Carolina Door Controls, Inc. is the sole shareholder of Southern Door Controls, Inc. Southern Door Controls Inc. is the sole shareholder of Aldoors of Florida, Inc.

#### **B. Name of Surviving Corporation.**

After the merger, the Surviving Corporation will be Carolina Door Controls, Inc., a North Carolina corporation

#### **C. Merger.**

The merger of the Merging Corporation into the Surviving Corporation will be effected pursuant to the terms and conditions of this Plan. Upon the merger becoming effective, the corporate existence of each Merging Corporation will cease, and the corporate existence of the Surviving Corporation will continue. The time when the merger becomes effective is hereinafter referred to as the "Effective Time" will be upon filing.

#### **D. Conversion and Exchange of Shares.**

At the Effective Time, the outstanding shares of the corporations participating in the merger will be converted and exchanged as follows:

1. Surviving Corporation. The outstanding shares of the Surviving Corporation will not be converted, exchanged, or altered in any manner as a result of the merger and will remain outstanding shares of the Surviving Corporation.
2. Merging Corporation. The shares of the Surviving Corporation shall be cancelled, but shall not be converted or exchanged in any manner.
3. Surrender of Share Certificates. Each holder of a certificate representing shares to be cancelled in the merger will surrender such certificate and after the Effective Time.

**E. Shareholder Rights.**

The provisions of N.C.G.S. Section 55-13-02(c) do not apply to subsidiary corporations that are parties to mergers consummated under 55-11-04. There are no dissenter's rights under 607.1320, Florida Statutes or 33-13-102 of the South Carolina Code of Laws, as amended because the sole shareholder of each Merging Corporation is a party to the merger and has expressly consented to the merger defined in this Plan of Merger.

**F. Abandonment.**

After approval of this Plan by the shareholders of the Merging Corporation and the Surviving Corporation, and at any time prior to the merger's becoming effective, the board of directors of the Surviving Corporation may, in their discretion, abandon the merger.