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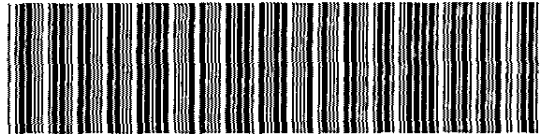
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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RECEIVED
04 OCT 20 AM 8:44
DEPT. OF STATE
BUREAU OF CONSULAR AFFAIRS
TALLAHASSEE, FLORIDA

FILED
04 OCT 20 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N.C.
C. G. Gault
OCT 20 2004



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 914758 4326591

AUTHORIZATION :

Patricia Pizento

COST LIMIT : \$ 43.75

ORDER DATE : October 5, 2004

ORDER TIME : 4:04 PM

ORDER NO. : 914758-005

CUSTOMER NO: 4326591

CUSTOMER: Ms. Amy Coates
Fowler White Boggs Banker P.a.
Suite 1700
501 East Kennedy Boulevard
Tampa, FL 33602

FOREIGN FILINGS

NAME: GULFCO ACQUISITION, INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 2956

EXAMINER: _____

SECTION I
(1-3 MUST BE COMPLETED)

FILED
04 OCT 20 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Date authorized to do business in Florida)

(Title of person signing)

Delaware

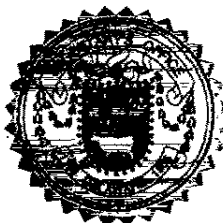
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"EAGLE SUPPLY GROUP, INC.", A DELAWARE CORPORATION,

WITH AND INTO "GULFCO ACQUISITION, INC." UNDER THE NAME OF "EAGLE SUPPLY GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF SEPTEMBER, A.D. 2004, AT 3:22 O'CLOCK P.M.



3837801 8100M

040720386

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3393737

DATE: 10-05-04

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:22 PM 09/22/2004
FILED 03:22 PM 09/22/2004
SRV 040685943 - 3837801 FILE

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
EAGLE SUPPLY GROUP, INC.
WITH AND INTO
GULFCO ACQUISITION, INC.

Pursuant to Section 253 of the General
Corporation Law of the State of Delaware

GulfcO Acquisition, Inc. ("Purchaser"), pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), hereby certifies as follows:

FIRST: That the name and state of incorporation of each of the constituent corporations to the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
GulfcO Acquisition, Inc.	Delaware
Eagle Supply Group, Inc.	Delaware

(Eagle Supply Group, Inc., a Delaware corporation, is referred to herein as "Subsidiary.")

SECOND: That Purchaser owns at least 90% of the outstanding shares of the common stock of Subsidiary, par value \$0.0001 per share, which is the only outstanding class of capital stock of Subsidiary.

THIRD: That the Board of Directors of Purchaser, by unanimous written consent dated September 22, 2004, pursuant to Section 141(f) of the DGCL, duly adopted resolutions authorizing the merger of Subsidiary with and into Purchaser, which shall be the surviving corporation (the "Surviving Corporation"), pursuant to Section 253 of the DGCL (the "Merger"). A true copy of such resolutions is annexed hereto as Exhibit A. Such resolutions have not been modified or rescinded and are in full force and effect on the date hereof.

FOURTH: That Purchaser shall be the Surviving Corporation under the name "Eagle Supply Group, Inc."

FIFTH: That the Certificate of Incorporation of Purchaser as in effect immediately prior to effective time of the Merger shall be the Certificate of Incorporation of the Surviving Corporation, except that Article FIRST thereof shall be amended in the Merger to read in its entirety as follows:

“FIRST: The name of this corporation is:
Eagle Supply Group, Inc.”

SIXTH: That this Certificate of Ownership and Merger, and the Merger provided for herein, shall be effective immediately upon the filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, Purchaser has caused this Certificate of Ownership and Merger to be executed in its corporate name as of this 22nd day of September, 2004.

GULFCO ACQUISITION, INC.

By: /s/ James S. Resch
Name: James S. Resch
Title: President & Secretary

EXHIBIT A

**ACTION BY WRITTEN CONSENT OF THE
SOLE DIRECTOR OF GULFCO ACQUISITION, INC.
SEPTEMBER 22, 2004**

The undersigned, being the sole member of the Board of Directors of Gulfco Acquisition, Inc., a Delaware corporation ("Purchaser"), acting pursuant to Section 141(f) of the General Corporation Law of the State of Delaware (the "DGCL") and the bylaws of Purchaser, hereby adopts by this written consent the following resolutions with the same force and effect as if they had been adopted at a duly convened meeting of the Board of Directors of Purchaser, and directs that this written consent be filed with the minutes of the proceedings of the Board of Directors of the Corporation. Capitalized terms used in these resolutions and not otherwise defined herein shall be defined as set forth in the Agreement and Plan of Merger, dated as of August 5, 2004, as amended (the "Merger Agreement"), by and among Gulfside Supply, Inc., a Florida corporation ("Parent"), Purchaser, and Eagle Supply Group, Inc. a Delaware corporation ("Subsidiary").

WHEREAS, Purchaser owns at least 90% of the outstanding shares of the common stock of Subsidiary, par value \$0.0001 per share (the "Shares" and each a "Share"), which is the only outstanding class of capital stock of Subsidiary; and

WHEREAS, the Board of Directors of Purchaser has determined that it is advisable that Subsidiary be merged with and into Purchaser; and

WHEREAS, Purchaser desires to merge Subsidiary with and into Purchaser pursuant to the provisions of Section 253 of the DGCL.

NOW, THEREFORE, BE IT RESOLVED, that effective upon the filing of an appropriate Certificate of Ownership and Merger with the Secretary of State of the State of Delaware, Purchaser shall merge Subsidiary with and into Purchaser (the "Merger"), with Purchaser as the surviving corporation (the "Surviving Corporation") pursuant to Section 253 of the DGCL and in accordance with the Merger Agreement; and

FURTHER RESOLVED, that, at the effective time of the Merger, by virtue of the Merger, each issued and outstanding Share that is owned by Parent or any wholly owned subsidiary of Parent (including Purchaser) and all Shares held in treasury by Subsidiary (collectively, "Cancelled Shares") shall be cancelled and retired and shall cease to exist and no consideration shall be delivered in exchange therefor; and

FURTHER RESOLVED, that, at the effective time of the Merger, by virtue of the Merger, each issued and outstanding Share (other than Cancelled Shares and Shares that are held by stockholders exercising appraisal rights pursuant to Section 262 of the DGCL) shall be converted into the right to receive \$2.20 in cash, without interest, upon

surrender of the certificate formerly representing such Share in accordance with the Merger Agreement; and

FURTHER RESOLVED, that, at the effective time of the Merger, by virtue of the Merger, each issued and outstanding share of Purchaser shall be converted into and become one fully paid and nonassessable share of common stock of the Surviving Corporation; and

FURTHER RESOLVED, that the Certificate of Incorporation of Purchaser as in effect immediately prior to effective time of the Merger shall be the Certificate of Incorporation of the Surviving Corporation, except that Article FIRST thereof shall be amended in the Merger to read in its entirety as follows:

"FIRST: The name of this corporation is:
Eagle Supply Group, Inc."

FURTHER RESOLVED; that the Bylaws of Purchaser shall be the Bylaws of the Surviving Corporation; and

FURTHER RESOLVED, that the director of Purchaser immediately prior to the Merger shall be the director of the Surviving Corporation, and the officers of Subsidiary immediately prior to the Merger shall be the officers of the Surviving Corporation, in each case until their respective successors shall have been duly elected, designated or qualified, or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Certificate of Incorporation and Bylaws; and

FURTHER RESOLVED, that the President or any Vice President of Purchaser, acting individually, and the Secretary of Purchaser be, and each of them hereby is, authorized and directed to execute and acknowledge in the name of and on behalf of Purchaser a Certificate of Ownership and Merger setting forth, among other things, a copy of these resolutions and the date of their adoption; and that such officers are hereby authorized and directed to cause such executed Certificate of Ownership and Merger to be filed in the Office of the Secretary of State of the State of Delaware and to cause a certified copy of such Certificate to be recorded in the office of the Recorder of Deeds of New Castle County, all in accordance with Sections 103 and 253 of the DGCL; and

FURTHER RESOLVED, that the Merger shall become effective and the corporate existence of Subsidiary shall immediately upon the filing of an appropriate Certificate of Ownership and Merger with the Secretary of State of the State of Delaware; and

FURTHER RESOLVED, that the appropriate officers of Purchaser be, and each of them hereby is, authorized and directed to take or cause to be taken all such further actions and to execute and deliver or cause to be delivered all such further instruments and documents in the name and on behalf of Purchaser, and to incur all such fees and

expenses as in their judgment shall be necessary or advisable in order to carry out fully the intent and purposes of the foregoing resolutions; and

FURTHER RESOLVED, that all actions previously taken by the officers and directors of Purchaser in connection with the transactions contemplated by these resolutions are hereby adopted, ratified, confirmed and approved in all respects.

SOLE DIRECTOR:

/s/ James S. Resch
James S. Resch