

F92000000000802

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

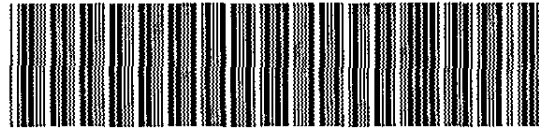
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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400009683684

EFFECTIVE DATE
12/31/02

FILED
02 DEC 27 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/31/02
sf
merger

RECEIVED
02 DEC 27 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

A & C DISTRIBUTORS, INC., A FLORIDA CORP., P96000071446

into

COASTLINE DISTRIBUTION, INC., a Delaware entity F92000000802

File date: December 27, 2002 , effective December 31, 2002

Corporate Specialist: Susan Payne

Account number: 072100000032

Amount charged: 70.00



ACCOUNT NO. : 072100000032

REFERENCE : 873513 5034981

AUTHORIZATION : *Patricia Pigante*

COST LIMIT : \$ 70.00

ORDER DATE : December 27, 2002

ORDER TIME : 2:28 PM

ORDER NO. : 873513-010

CUSTOMER NO: 5034981

CUSTOMER: Ms. Lisette Luaces
Watsco, Inc.
Suite 901
2665 South Bayshore Drive
Coconut Grove, FL 33133

ARTICLES OF MERGER

A & C DISTRIBUTORS, INC.

INTO

COASTLINE DISTRIBUTION, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 30, 2002

CSC
Attn: Norma Hull
Tallahassee, FL

RESUBMIT
Please give original
submission date as file date.

SUBJECT: COASTLINE DISTRIBUTION, INC.
Ref. Number: F92000000802

We have received your document for COASTLINE DISTRIBUTION, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

The attachment referred to in #2. of the plan is not included.

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) 245-6901.

Susan Payne
Senior Section Administrator

Letter Number: 402A00067701

RECEIVED
02 DEC 31 AM 10:43
DIVISION OF CORPORATIONS

ARTICLES OF MERGER

OF

A & C DISTRIBUTORS, INC.

AND

COASTLINE DISTRIBUTION, INC.

FILED

02 DEC 27 PM 4:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12/21/02

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Attached hereto as Exhibit A is the Plan and Agreement of Merger for merging A & C Distribution, Inc. with and into Coastline Distribution, Inc.

2. The shareholders of A & C Distribution, Inc. entitled to vote on the aforesaid Plan and Agreement of Merger approved and adopted the Plan and Agreement of Merger by written consent given by them on December 26, 2002 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of A & C Distribution, Inc. with and into Coastline Distribution, Inc. is permitted by the laws of the jurisdiction of organization of Coastline Distribution, Inc. and has been authorized in compliance with said laws. The date of approval and adoption of the Plan and Agreement of Merger by the shareholders of Coastline Distribution, Inc. was December 26, 2002.

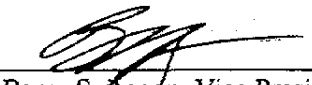
4. The effective time and date of the merger herein provided for in the State of Florida shall be 11:58 p.m. on December 31, 2002.

Executed on December 26, 2002.

A & C DISTRIBUTORS, INC.

By: 
Barry S. Logan, Vice President

COASTLINE DISTRIBUTION, INC.

By: 
Barry S. Logan, Vice President

PLAN AND AGREEMENT OF MERGER

OF

A & C DISTRIBUTORS, INC.
(a Florida corporation)

AND

COASTLINE DISTRIBUTION, INC.
(a Delaware corporation)

PLAN AND AGREEMENT OF MERGER entered into as of December 26, 2002 by A & C Distributors, Inc., a business corporation of the State of Florida, and approved by resolution adopted by its Board of Directors on said date, and entered into as of December 26, 2002 by Coastline Distribution, Inc., a business corporation of the State of Delaware, and approved by resolution adopted by its Board of Directors on said date.

WHEREAS, A & C Distributors, Inc. is a business corporation of the State of Florida with its principal office therein located at 601 Codisco Way, City of Sanford, County of Seminole; and

WHEREAS, the total number of shares of stock which A & C Distributors, Inc. has authority to issue is 1,000, all of which are of one class and of a par value of \$1.00 each; and

WHEREAS, Coastline Distribution, Inc. is a business corporation of the State of Delaware with its registered office therein located at 2711 Centerville Road, City of Wilmington, County of New Castle; and

WHEREAS, the total number of shares of stock which Coastline Distribution, Inc. has authority to issue is 1,000, all of which are of one class and of a par value of \$0.01 each; and

WHEREAS, the Florida Business Corporation Act permits a merger of a business corporation of the State of Florida with and into a business corporation of another jurisdiction; and

WHEREAS, the General Corporation Law of the State of Delaware permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Delaware; and

WHEREAS, A & C Distributors, Inc. and Coastline Distribution, Inc. and the respective Boards of Directors thereof declare it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge A & C Distributors, Inc. with and into Coastline Distribution, Inc. pursuant to the provisions of the Florida Business Corporation Act and 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 A & C Distributors, Inc. and approved by a resolution adopted by its Board of Directors and being thereunto duly entered into by Coastline Distribution, Inc. and approved by a resolution adopted by its Board of Directors, the Plan and Agreement 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 this Plan and Agreement set forth.

1. A & C Distributors, Inc. and Coastline Distribution, Inc. shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, Coastline Distribution, Inc., which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "Surviving Corporation", and which shall continue to exist under its present name pursuant to the provisions of the General Corporation Law of the State of Delaware. The separate existence of A & C Distributors, Inc., which is sometimes hereinafter referred to as the "Terminating Corporation", shall cease at said effective time in accordance with the provisions of the Florida Business Corporation Act.

2. Annexed hereto and made a part hereof is a copy of the Certificate of Incorporation of the Surviving Corporation as the same shall be in force and effect at the effective time in the State of Delaware of the merger herein provided for; such Certificate of Incorporation shall continue to be the Certificate of Incorporation of the Surviving Corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

3. The present bylaws of the Surviving Corporation will be the bylaws of the 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 of the Surviving Corporation in office at the effective time of the merger shall be the members of the first Board of Directors and the first 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 bylaws of the Surviving Corporation.

5. Each issued share of the Terminating Corporation shall, at the effective time of the merger, be cancelled. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each share issued as of the effective date of the merger shall continue to represent one issued share of the Surviving Corporation.

6. In the event that this Plan and Agreement of Merger shall have been fully approved and adopted upon behalf of the Terminating Corporation in accordance with the provisions of the Florida Business Corporation Act and upon behalf of the Surviving Corporation in accordance with the provisions of the General Corporation Law of the State of Delaware, these 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 Florida and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Florida and the State of Delaware and elsewhere to effectuate the merger herein provided for.

7. The Board of Directors and the proper officers of the Terminating Corporation and 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 Plan and Agreement of Merger or of the merger herein provided for.

8. The effective time of this Plan and Agreement of Merger, and the time at which the merger herein agreed upon shall become effective in the State of Delaware, shall be 11:58 p.m. on December 31, 2002.

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

Dated: December 31, 2002.

COASTLINE DISTRIBUTION, INC.

By: _____
Barry S. Logan, Vice President

A & C DISTRIBUTORS, INC.

By: _____
Barry S. Logan, Vice President

CERTIFICATE OF SECRETARY OF COASTLINE DISTRIBUTION, INC.

The undersigned, being the Secretary of Coastline Distribution, Inc., does hereby certify that written consent has been given to the adoption of the foregoing Plan and Agreement of Merger by the holders of all of the outstanding stock of said corporation, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware

Dated: December 31, 2002.

Barry S. Logan, Secretary of Coastline Distribution, Inc.

PLAN AND AGREEMENT OF MERGER

OF

A & C DISTRIBUTORS, INC.
(a Florida corporation)

AND

COASTLINE DISTRIBUTION, INC.
(a Delaware corporation)

PLAN AND AGREEMENT OF MERGER entered into as of December 26, 2002 by A & C Distributors, Inc., a business corporation of the State of Florida, and approved by resolution adopted by its Board of Directors on said date, and entered into as of December 26, 2002 by Coastline Distribution, Inc., a business corporation of the State of Delaware, and approved by resolution adopted by its Board of Directors on said date.

WHEREAS, A & C Distributors, Inc. is a business corporation of the State of Florida with its principal office therein located at 601 Codisco Way, City of Sanford, County of Seminole; and

WHEREAS, the total number of shares of stock which A & C Distributors, Inc. has authority to issue is 1,000, all of which are of one class and of a par value of \$1.00 each; and

WHEREAS, Coastline Distribution, Inc. is a business corporation of the State of Delaware with its registered office therein located at 2711 Centerville Road, City of Wilmington, County of New Castle; and

WHEREAS, the total number of shares of stock which Coastline Distribution, Inc. has authority to issue is 1,000, all of which are of one class and of a par value of \$0.01 each; and

WHEREAS, the Florida Business Corporation Act permits a merger of a business corporation of the State of Florida with and into a business corporation of another jurisdiction; and

WHEREAS, the General Corporation Law of the State of Delaware permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Delaware; and

WHEREAS, A & C Distributors, Inc. and Coastline Distribution, Inc. and the respective Boards of Directors thereof declare it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge A & C Distributors, Inc. with and into Coastline Distribution, Inc. pursuant to the provisions of the Florida Business Corporation Act and 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 A & C Distributors, Inc. and approved by a resolution adopted by its Board of Directors and being thereunto duly entered into by Coastline Distribution, Inc. and approved by a resolution adopted by its Board of Directors, the Plan and Agreement 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 this Plan and Agreement set forth.

1. A & C Distributors, Inc. and Coastline Distribution, Inc. shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, Coastline Distribution, Inc., which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "Surviving Corporation", and which shall continue to exist under its present name pursuant to the provisions of the General Corporation Law of the State of Delaware. The separate existence of A & C Distributors, Inc., which is sometimes hereinafter referred to as the "Terminating Corporation", shall cease at said effective time in accordance with the provisions of the Florida Business Corporation Act.

2. Annexed hereto and made a part hereof is a copy of the Certificate of Incorporation of the Surviving Corporation as the same shall be in force and effect at the effective time in the State of Delaware of the merger herein provided for; such Certificate of Incorporation shall continue to be the Certificate of Incorporation of the Surviving Corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

3. The present bylaws of the Surviving Corporation will be the bylaws of the 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 of the Surviving Corporation in office at the effective time of the merger shall be the members of the first Board of Directors and the first 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 bylaws of the Surviving Corporation.

5. Each issued share of the Terminating Corporation shall, at the effective time of the merger, be cancelled. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each share issued as of the effective date of the merger shall continue to represent one issued share of the Surviving Corporation.

6. In the event that this Plan and Agreement of Merger shall have been fully approved and adopted upon behalf of the Terminating Corporation in accordance with the provisions of the Florida Business Corporation Act and upon behalf of the Surviving Corporation in accordance with the provisions of the General Corporation Law of the State of Delaware, these 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 Florida and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Florida and the State of Delaware and elsewhere to effectuate the merger herein provided for.

7. The Board of Directors and the proper officers of the Terminating Corporation and 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 Plan and Agreement of Merger or of the merger herein provided for.

8. The effective time of this Plan and Agreement of Merger, and the time at which the merger herein agreed upon shall become effective in the State of Delaware, shall be 11:58 p.m. on December 31, 2002.

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

Dated: December 31, 2002.

COASTLINE DISTRIBUTION, INC.

By:


Barry S. Logan, Vice President

A & C DISTRIBUTORS, INC.

By:


Barry S. Logan, Vice President

CERTIFICATE OF SECRETARY OF COASTLINE DISTRIBUTION, INC.

The undersigned, being the Secretary of Coastline Distribution, Inc., does hereby certify that written consent has been given to the adoption of the foregoing Plan and Agreement of Merger by the holders of all of the outstanding stock of said corporation, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware

Dated: December 31, 2002.



Barry S. Logan, Secretary of Coastline Distribution, Inc.

DEC. 30. 2002 5:25PM

LANIER2

NO. 3421 P. 2/6

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 11/09/1992
752314002 - 2315263

CERTIFICATE OF INCORPORATION

OF

CDS ACQUISITION, INC.

I, the undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, do hereby certify as follows:

FIRST: The name of the Corporation is:

CDS ACQUISITION, INC.

SECOND: The registered office of the Corporation in the State of Delaware is to be located at 32 Lookerman Square, Suite L-100, Dover, Delaware 19901, County of Kent. The name of its registered agent at that address is The Prentice-Hall Corporation System, Inc.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is One Thousand (1,000). The par value of each of such shares is 0.01 dollars. All such shares are of one class and are shares of common stock.

FIFTH: The name and the mailing address of the sole incorporator is:

<u>Name</u>	<u>Mailing Address</u>
K.S. Mays	5670 Wilshire Blvd., Ste. 750 Los Angeles, CA 90036

SIXTH: The number of directors of the Corporation shall be the number from time to time fixed by, or in the manner provided in, the bylaws of the Corporation. Elections of directors need not be by ballot unless the bylaws of the Corporation shall so provide.

SEVENTH: In furtherance and not in limitation of the powers conferred upon the Board of Directors by law, the Board of Directors shall have power to make, adopt, alter, amend and repeal from time to time the bylaws of the Corporation, subject to the right of the stockholders entitled to vote with respect thereto to alter and repeal bylaws made by the Board of Directors.

EIGHTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or

of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

NINTH: The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this certificate, and to add or insert other provisions authorized by the laws of the State of Delaware at the time in force, in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on shareholders, directors and officers are granted subject to this reservation.

TENTH: A director of this Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of

loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of Delaware or (iv) for any transaction from which the director derived an improper personal benefit. The Corporation shall, to the fullest extent permitted by Section 145 of the General Corporation Law of Delaware, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section and, as provided in said section, shall advance expenses, including reasonable attorneys' fees, of any and all such persons, and the indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

DEC. 30. 2002 5:26PM

LANIER2

NO. 3421 P. 6/6

IN WITNESS WHEREOF, I have hereunto set my hand this 6th day
of November, 1992.

A handwritten signature in dark ink, appearing to read "K. S. Mays", is written over a horizontal line.

K.S. Mays, Incorporator