

F 94000005450



ACCOUNT NO. : 072100000032

REFERENCE : 513316 4306285

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 70.00

FILED  
00 JAN - 4 PM 4:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : December 13, 1999

ORDER TIME : 9:57 AM

ORDER NO. : 513316-010

CUSTOMER NO: 4306285

3000003069223--7

CUSTOMER: Ms. Gretchen Snyder  
Barnes & Thornburg  
1313 Merchants Bank Building  
11 South Meridian Street  
Indianapolis, IN 46204

ARTICLES OF MERGER

ARNOLD PAINT COMPANY

INTO

THOMPSON PBE, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

           CERTIFIED COPY  
XX            PLAIN STAMPED COPY

FILED  
00 DEC 14 AM 10:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C. COULLIETTE JAN 0 5 2000

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

ARNOLD PAINT COMPANY, a Florida corporation, 155368

into

**THOMPSON PBE, INC.**, a Delaware entity F94000005450

File date: January 4, 2000

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032 . . . Account charged: 70.00



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

December 14, 1999

CSC

TALLAHASSEE, FL

SUBJECT: THOMPSON PBE, INC.  
Ref. Number: F94000005450

**RESUBMIT**  
Please give original  
submission date as file date.

We have received your document for THOMPSON PBE, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The above listed entity was administratively dissolved or its certificate of authority was revoked for failure to file the 1999 annual report. The entity must be reinstated before this document can be filed.

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) 487-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 899A00058667

RECEIVED  
00 JAN - 4 PM 4: 00  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32314

**ARTICLES OF MERGER**  
**of**  
**ARNOLD PAINT COMPANY,**  
**a Florida Corporation,**  
**INTO**  
**THOMPSON PBE, INC.,**  
**a Delaware Corporation**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

**First:** The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Thompson PBE, Inc.	Delaware

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

<u>Name</u>	<u>Jurisdiction</u>
Arnold Paint Company	Florida

**Third:** The Agreement and Plan of Merger is attached as Exhibit A.

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

**Fifth:** The Plan of Merger was adopted by the shareholders of the surviving corporation on December 10, 1999.

**Sixth:** The Plan of Merger was adopted by the shareholders of each of the merging corporations on December 10, 1999.

**FILED**  
00 JAN -4 PM 4:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EXECUTED and EFFECTIVE this 10<sup>th</sup> day of December, 1999.

**SURVIVING CORPORATION:**

THOMPSON DBE, INC.

By: 

Andre B. Lacy, Chairman &  
Chief Executive Officer

**MERGING CORPORATION:**

ARNOLD PAINT COMPANY

By: 

Andre B. Lacy, Chairman &  
Chief Executive Officer

## **EXHIBIT**

**A**

**AGREEMENT AND PLAN OF MERGER  
OF  
ARNOLD PAINT COMPANY  
INTO  
THOMPSON PBE, INC.**

**THIS AGREEMENT AND PLAN OF MERGER** (the "Merger Agreement") dated as of this 10<sup>th</sup> day of December, 1999, is by and between **THOMPSON PBE, INC.**, a Delaware corporation (the "Surviving Corporation"), and **ARNOLD PAINT COMPANY**, a Florida corporation ("Merging Corporation"), and is pursuant to and in accordance with the provisions of Section 252 of the Delaware General Corporation Law (the "Delaware Act") and Section 607.1107 of the Florida Business Corporation Act (the "Florida Act").

**R E C I T A L S:**

**WHEREAS**, the Surviving Corporation is a corporation duly organized and validly existing under the laws of the State of Delaware; and

**WHEREAS**, the Merging Corporation is a corporation duly organized and validly existing under the laws of the State of Florida; and

**WHEREAS**, the Surviving Corporation has authority to issue One Thousand (1,000) shares of common stock, par value \$.001 per share, of which a total of Ten (10) shares are issued and outstanding; and

**WHEREAS**, the Merging Corporation has authority to issue Fifty (50) shares of common stock, without par value, of which a total of Three and Fifty-Two One Hundredths (3.52) shares are issued and outstanding; and

**WHEREAS**, the Surviving Corporation owns one hundred percent (100%) of the issued and outstanding shares of common stock of the Merging Corporation; and

**WHEREAS**, the Boards of Directors of each of the Constituent Corporations have determined that it is advisable and in the best interests of the Constituent Corporations that the Merging Corporation be merged with and into the Surviving Corporation upon the terms and subject to the conditions set forth in this Merger Agreement and in accordance with the laws of the respective jurisdictions of the Constituent Corporations; and

**WHEREAS**, the respective Boards of Directors of the Constituent Corporations have approved and adopted this Merger Agreement.

**NOW, THEREFORE**, in consideration of the foregoing and for the purpose of setting forth the terms, conditions and method of effecting the Merger, the Board of Directors of each of the Constituent Corporations hereby approves the following Merger Agreement:

**ARTICLE I**  
**The Merger and Its Effective Time**

**Section 1.01. The Merger.** The Merging Corporation shall be merged into the Surviving Corporation in accordance with the applicable laws of the respective jurisdictions of the Constituent Corporations (the "Merger").

**Section 1.02. Effective Time.** The effective time and date of the Merger shall be the later of the filing of the requisite documents with the Delaware Secretary of State or the Florida Department of State (the "Effective Time").

**Section 1.03. Survival of the Merger.** At the Effective Time, the separate existence of the Merging Corporation shall cease and the Surviving Corporation shall survive the Merger and continue to be a Delaware corporation.

**ARTICLE II**  
**Certificate of Incorporation and By-Laws**

**Section 2.01. Certificate of Incorporation.** On and after the Effective Time, the Certificate of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall constitute the Certificate of Incorporation of the Surviving Corporation (the "Surviving Certificate"), and shall not be amended in any respect by reason of this Merger Agreement, subject always to the right of the Surviving Corporation to amend the Surviving Certificate in accordance with the laws of the State of Delaware and the Surviving Certificate.

**Section 2.02. Code of By-Laws.** On and after the Effective Time, the Code of By-Laws of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall constitute the Code of By-Laws of the Surviving Corporation (the "Surviving By-Laws"), and shall not be amended in any respect by reason of this Merger Agreement, subject always to the right of the Surviving Corporation to alter, amend or repeal the Surviving By-Laws in accordance with the laws of the State of Delaware, the Surviving Certificate and the Surviving By-Laws.

**ARTICLE III**  
**Directors and Officers**

**Section 3.01. Directors and Officers.** On and after the Effective Time, the Board of Directors and officers of the Surviving Corporation in office immediately prior to the Effective Time shall continue in office as the Board of Directors and officers of the Surviving Corporation, each to



hold office subject to the Surviving Certificate and Surviving By-Laws and the laws of the State of Delaware as to the term and removal of directors and officers.

#### **ARTICLE IV**

##### **Manner of Converting and Canceling Stock**

**Section 4.01. Cancellation of Merging Corporation Issued Shares.** At the Effective Time, all the issued and outstanding shares of common stock of the Merging Corporation shall automatically and by operation of law be canceled, and no payment shall be made with respect thereto, and all certificates evidencing ownership of such shares shall be surrendered and canceled and thereafter shall be void and of no effect.

**Section 4.02. Existence of Surviving Corporation Issued Shares.** At the Effective Time, all issued and outstanding shares of common stock of the Surviving Corporation shall be and remain issued and outstanding shares of common stock of the Surviving Corporation.

#### **ARTICLE V**

##### **Rights**

**Section 5.01. Rights.** From and after the Effective Time, the Surviving Corporation shall, without further transfer, succeed to and thereafter possess and enjoy all of the public or private rights, privileges, immunities and franchises, and be subject to all of the public and private restrictions, liabilities and duties, of each of the Constituent Corporations; all property (real, personal and mixed) of, all debts (on whatever account) due to, and all things in action and each and every other interest of or belonging or due to, each of the Constituent Corporations shall be taken by and deemed to be transferred to and vested in the Surviving Corporation without further act, deed or other instrument; and the title to any real estate or any interest therein, vested by deed or otherwise in each of the Constituent Corporations, shall not revert or be in any way impaired by reason of the Merger.

#### **ARTICLE VI**

##### **Liabilities**

**Section 6.01. Liabilities.** From and after the Effective Time, all rights of creditors and all liens (if any) upon the property of each of the Constituent Corporations shall be preserved unimpaired by the Merger; all debts, liabilities, obligations and duties (collectively, "Obligations") of each of the Constituent Corporations shall become the responsibility and liability of the Surviving Corporation and may be enforced against it to the same extent as if such Obligations had been incurred or contracted by it; and any claim existing or action or proceeding pending by or against each of the Constituent Corporations may be prosecuted to judgment as if the Merger had not taken place, or the Surviving Corporation may be substituted in the place of the Merging Corporation in such action or proceeding.

**ARTICLE VII**  
**Corporate Acts**

**Section 7.01. Corporate Acts.** From and after the Effective Time, all corporate acts, plans, policies, arrangements, approvals and authorizations (collectively, "Corporate Acts") of the Merging Corporation, its Board of Directors, officers, employees and agents that were valid and effective immediately prior to the Effective Time shall be taken for all purposes as the Corporate Acts of the Surviving Corporation.

**ARTICLE VIII**  
**Further Documents**

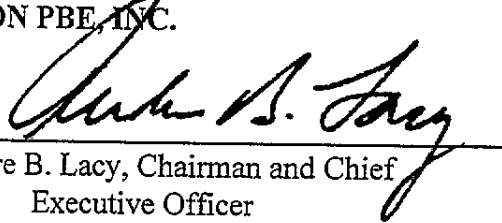
**Section 8.01. Further Documents.** If at any time prior to the Effective Time the Surviving Corporation shall consider or be advised that any further assignment, conveyance, assurance or other action is necessary or desirable to vest in the Surviving Corporation the title to any property or right of the Merging Corporation or otherwise to carry out the purposes of the Merger, the proper officers and directors of the Merging Corporation shall execute and make all such proper assignments or assurances and take such other actions; and the Board of Directors and the proper officers of the Surviving Corporation are hereby authorized, in the name and on behalf of the Merging Corporation or otherwise, to do any of the foregoing.

[Remainder of this page intentionally left blank.]

IN WITNESS WHEREOF, the Surviving Corporation and the Merging Corporation have caused this Merger Agreement to be executed by each of their duly authorized officers on the date and year first above written.

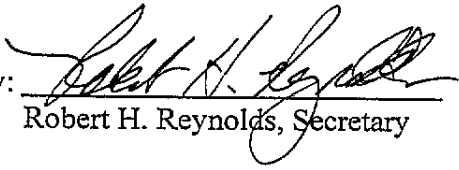
THOMPSON PBE, INC.

By:

  
Andre B. Lacy, Chairman and Chief  
Executive Officer

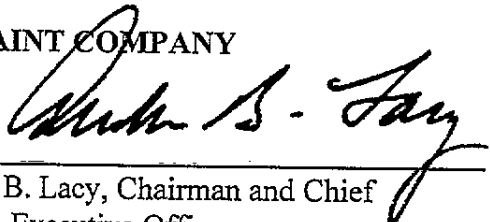
ATTEST:

By:

  
Robert H. Reynolds, Secretary

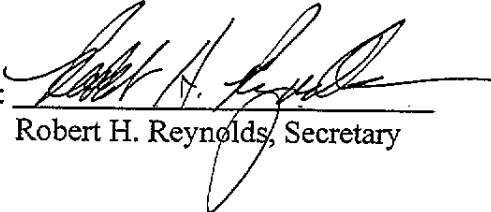
ARNOLD PAINT COMPANY

By:

  
Andre B. Lacy, Chairman and Chief  
Executive Officer

ATTEST:

By:

  
Robert H. Reynolds, Secretary