

Q.I. Corp.			
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660 East Jefferson Street Tallahassee, FL 32301 Tel. 850 222 1092 Fax 850 222 7615

ARTICLES OF MERGER Merger Sheet MERGING:

STRATEGIC INSULATION SERVICES, INC., a Florida corporation K27884

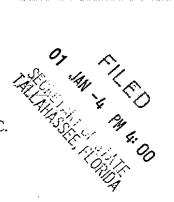
into

Q.I. CORP., doing business in Florida as QUALITY INSULATION INC., a Connecticut entity F98000004383

File date: January 4, 2001

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER OF STRATEGIC INSULATION SERVICES, INC. AND Q.I. CORP.



To the Department of State State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

- 1. The following is the Plan of Merger for merging Strategic Insulation Services, Inc. with and into Q.I. Corp. as approved by the Board of Directors of Strategic Insulation Services, Inc. on January 4, 2001 and adopted at a meeting by the Board of Directors of Q.I. Corp. on January 4, 2001:
 - 1. Q.I. Corp., which is a business corporation of the State of Connecticut and is the parent corporation and the owner of all of the outstanding shares of Strategic Insulation Services, Inc., which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges Strategic Insulation Services, Inc. into Q.I. Corp. pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of Q.I. Corp.
 - 2. The separate existence of Strategic Insulation Services, Inc., shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act; and Q.I. Corp. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.
 - 3. The issued shares of Strategic Insulation Services, Inc. shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.
 - 4. The Board of Directors and the proper officers of Q.I. Corp. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or 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 of Merger or of the merger herein provided for.
- 2. The merger of Strategic Insulation Services, Inc. with and into Q.I. Corp. is permitted by the laws of the jurisdiction of organization of Q.I. Corp. and has been authorized in compliance with

said laws. The date of adoption of the Plan of Merger by the Board of Directors of Q.I. Corp. was January 4, 2001.

3. Shareholder approval was not required for the merger.

Executed on January 4, 2001.

STRATEGIC INSULATION SERVICES, INC., a Florida corporation

Ву:

Name: David A. Doran Its: Vice President

Q.I. CORP., a Connecticut corporation

By:

Name: David A. Doran Its: Vice President