

G18293

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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02 DEC 30 PM 4: 06

STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

merge
SP
12/31/02

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

WILLIAM WURZBACH COMPANY, INC., a non qualified california corp.

INTO

BAKER DISTRIBUTING COMPANY, a Florida entity, G18293.

File date: December 30, 2002 , effective December 31, 2002

Corporate Specialist: Susan Payne

Account number: 072100000032

Amount charged: 70.00



ACCOUNT NO. : 072100000032

REFERENCE : 875103 5034981

AUTHORIZATION

COST LIMIT : \$ 70.00

Patricia Pizoto

ORDER DATE : December 30, 2002

ORDER TIME : 2:44 PM

ORDER NO. : 875103-010

CUSTOMER NO: 5034981

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

ARTICLES OF MERGER

WILLIAM WURZBACH COMPANY, INC.

INTO

BAKER DISTRIBUTING COMPANY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Norma Parramore

EXAMINER'S INITIALS: _____

FILED

ARTICLES OF MERGER

02 DEC 30 PM 4: 55

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WILLIAM WURZBACH COMPANY, INC.

AND

EFFECTIVE DATE
12/31/02

BAKER DISTRIBUTING COMPANY

To the Secretary of State
State of Florida

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

1. Attached as Exhibit A is the Plan of Merger for merging William Wurzbach Company, Inc. with and into Baker Distributing Company.

2. The merger of William Wurzbach Company, Inc. with and into Baker Distributing Company is permitted by the laws of the jurisdiction of organization of William Wurzbach Company, Inc. and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of William Wurzbach Company, Inc. was December 11, 2002

3. The shareholders of Baker Distributing Company entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on December 11, 2002 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 11:59 p.m. on December 31, 2002.

Executed on December 11, 2002.

WILLIAM WURZBACH COMPANY, INC.

By: Ana M. Menendez
Ana M. Menendez, Vice President

BAKER DISTRIBUTING COMPANY

By: Ana M. Menendez
Ana M. Menendez, Vice President

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER adopted for William Wurzbach Company, Inc., a business corporation organized under the laws of the State of California, by resolution of its Board of Directors on December 11, 2002, and adopted for Baker Distributing Company, a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on December 11, 2002. The names of the corporations planning to merge are William Wurzbach Company, Inc., a business corporation organized under the laws of the State of California, and Baker Distributing Company, a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which William Wurzbach Company, Inc. plans to merge is Baker Distributing Company.

1. William Wurzbach Company, Inc. and Baker Distributing Company, shall, pursuant to the provisions of the laws of the State of California and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Baker Distributing Company, which shall be the surviving corporation at the effective time and date 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 Florida Business Corporation Act. The separate existence of William Wurzbach Company, Inc., which is sometimes hereinafter referred to as the "Non-Surviving Corporation", shall cease at the effective time and date of the merger in accordance with the laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the Surviving Corporation at the effective time and date of the merger shall be the Articles of Incorporation of the Surviving Corporation and such Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

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 Florida Business Corporation Act.

4. The directors and officers in office of the Surviving Corporation at the effective time and date 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 Non-Surviving Corporation immediately prior to the effective time and date of the merger shall at the effective time and date of merger be converted into [1] share of the Surviving Corporation. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each share which is issued at the effective time and date of the merger shall continue to represent one issued share of the Surviving Corporation.

6. The merger of the Non-Surviving Corporation with and into the Surviving Corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the Non-Surviving

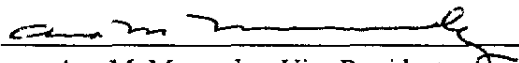
Corporation, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the Surviving Corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the merger of the Non-Surviving Corporation with and into the Surviving Corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the Non-Surviving Corporation, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the Surviving Corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the Non-Surviving Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of California and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

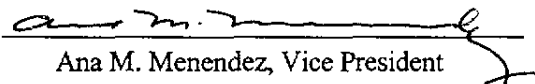
8. The Board of Directors and the proper officers of the Non-Surviving Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and 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.

9. The effective time and date of the merger herein provided for shall be 11:59 p.m. on December 31, 2002.

WILLIAM WURZBACH COMPANY, INC.

By 
Ana M. Menendez, Vice President

BAKER DISTRIBUTING COMPANY

By 
Ana M. Menendez, Vice President