

**Northwest Builders Hardware, Inc.**

2059 Range Road  
Clearwater, FL 33765  
(813) 441-1470

December 30, 1997

**G35056**

Secretary of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

We are enclosing "Plan of Merger" and "Articles of Merger" between Northwest Builders Hardware, Inc. (surviving corporation) and Northwest Builders Hardware of South Florida, Inc. (disappearing corporation) effective December 31, 1997.

A check in the amount of \$70.00 is attached for the filing fee.

Please confirm receipt of these documents.

Thank you for your assistance to this matter.

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-12/31/97--01051--012  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Sincerely,

*Sandra Witt*

Sandra Witt, Secretary

**FILED**  
97 DEC 31 AM 11:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Meier*  
*ERG*  
*11/8/97*

G35056

ARTICLES OF MERGER  
Merger Sheet

MERGING: \_\_\_\_\_

NORTHWEST BUILDERS HARDWARE OF SOUTH FLORIDA, INC., a Florida corporation, document number P95000051759

INTO

**NORTHWEST BUILDERS HARDWARE, INC.**, a Florida corporation, G35056.

File date: December 31, 1997

Corporate Specialist: Karen Gibson

ARTICLES OF MERGER  
OF  
NORTHWEST BUILDERS HARDWARE OF SOUTH FLORIDA, INC.,  
a Florida Corporation

INTO  
NORTHWEST BUILDERS HARDWARE, INC.,  
a Florida Corporation

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER between **NORTHWEST BUILDERS HARDWARE OF SOUTH FLORIDA, INC.**, a Florida Corporation, ("Disappearing Corporation") and **NORTHWEST BUILDERS HARDWARE, INC.**, a Florida Corporation, ("Surviving Corporation").

Pursuant to the provisions of §617.1105, of the Florida Business Corporation Act (the "Act") **NORTHWEST BUILDERS HARDWARE OF SOUTH FLORIDA, INC.** and **NORTHWEST BUILDERS HARDWARE, INC.**, adopt the following Articles of Merger:

1. The Plan of Merger dated December 30, 1997 between **NORTHWEST BUILDERS HARDWARE OF SOUTH FLORIDA, INC.** and **NORTHWEST BUILDERS HARDWARE, INC.** was approved and adopted by the shareholders of **NORTHWEST BUILDERS HARDWARE OF SOUTH FLORIDA, INC.** on December 30, 1997 and was adopted by the shareholders of **NORTHWEST BUILDERS HARDWARE, INC.** on December 30, 1997.
2. Pursuant to the Plan of Merger, all issued and outstanding shares of **NORTHWEST BUILDERS HARDWARE OF SOUTH FLORIDA, INC.**'s stock will be acquired by means of a merger of **NORTHWEST BUILDERS HARDWARE OF SOUTH FLORIDA, INC.** into **NORTHWEST BUILDERS HARDWARE, INC.** with **NORTHWEST BUILDERS HARDWARE, INC.** as the surviving corporation.
3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth herein.
4. Pursuant to §607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be December 31, 1997, or the date of filing with the Secretary of State of Florida.

DATED this 30<sup>TH</sup> day of December, 1997 at Clearwater, Pinellas County, Florida.

**NORTHWEST BUILDERS HARDWARE  
OF SOUTH FLORIDA, INC.**

Attest:

Sandra J. Witt  
Its Secretary

By:

[Signature]  
Its President

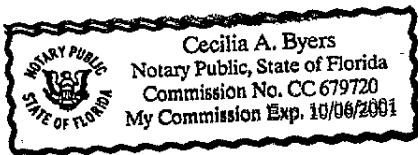
**NORTHWEST BUILDERS HARDWARE,  
INC.**

Attest: *Sandra J Witt*  
Its Secretary

By: *Glenn D Witt*  
Its President

STATE OF FLORIDA     }  
COUNTY OF PINELLAS }

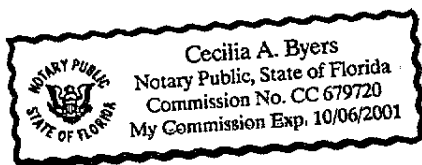
The foregoing document was acknowledged before me on the 30<sup>th</sup> day of December, 1997, by GLENN D. WITT as President and SANDRA WITT as Secretary of NORTHWEST BUILDERS HARDWARE OF SOUTH FLORIDA, INC. who are personally known to me, and who did take an oath.



*Cecilia A. Byers*  
NOTARY PUBLIC  
State of Florida at Large  
Commission Number & Expiration Date:

STATE OF FLORIDA     }  
COUNTY OF PINELLAS }

The foregoing document was acknowledged before me on the 30<sup>th</sup> day of December, 1997, by GLENN D. WITT as President and SANDRA WITT as Secretary of NORTHWEST BUILDERS HARDWARE, INC. who are personally known to me, and who did take an oath.



*Cecilia A. Byers*  
NOTARY PUBLIC  
State of Florida at Large  
Commission Number & Expiration Date:

## PLAN OF MERGER

Merger between **NORTHWEST BUILDERS HARDWARE OF SOUTH FLORIDA, INC.** (the "Disappearing Corp.") and **NORTHWEST BUILDERS HARDWARE, INC.** (the "Surviving Corp."), (collectively the "Constituent Corporations"). This merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with §607.1101 et seq. of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corp. as previously amended and in effect immediately before the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.
2. Distribution to Shareholders of the Constituent Corporations. Upon the Effective Date, each share of the Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for .5 shares of common stock of the Surviving Corp. in accordance with this plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp.'s stock.
3. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.
4. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 of the Act.
5. Supplemental Action. If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp. as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.
6. Filing and Effective Date. Upon the Closing, Disappearing Corp. and Surviving Corp. shall cause their respective President to execute Articles of Merger in the

form attached to this Agreement, and upon such execution, this Plan shall be deemed incorporated by reference into the Articles of Merger, and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with §607.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be December 31, 1997.

7. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.
8. Termination. At any time before the Effective Date (whether before or after filing the Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

Executed this 30<sup>TH</sup> day of December, 1997.

"Surviving Corp."  
**NORTHWEST BUILDERS HARDWARE,  
INC.**

Attest: Sandra J. Witt  
Secretary

By: Ken O. Witt  
President

"Disappearing Corp."  
**NORTHWEST BUILDERS HARDWARE  
OF SOUTH FLORIDA, INC.**

Attest: Sandra J. Witt  
Secretary

By: Ken O. Witt  
President