

# G93960

WOF  
Jack Schramm Cox, P.A.

ADMIRALTY II BUILDING  
4400 PGA BOULEVARD, SUITE 201  
PALM BEACH GARDENS, FLORIDA 33410

TELEPHONE (561) 627-5605 • FACSIMILE (561) 624-0856

FILED

00 JAN 31 AM 9:12

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

January 28, 2000

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

200003116962--4  
-01/31/00--01136--016  
\*\*\*70.00 \*\*\*\*70.00

Re: Corporate Merger  
Surviving Corporation: A-1 Roof Trusses Ltd., Company - Charter No: G93960  
Merging Corporation: A-1 Roof Trusses, Inc. - Charter No: 541384  
Our File No: 1188.00

Dear Clerk:

With reference to the above-captioned corporations, enclosed are the following original merger documents for filing in your office:

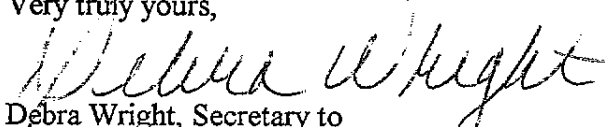
1. Plan of Merger Pursuant to Florida Chapter 607.1101 dated December 29, 1999
2. Articles of Merger of A-1 Roof Trusses Ltd., Company and A-1 Roof Trusses, Inc. Pursuant to Florida Chapter 607.1109 dated December 29, 1999

Our firm check in the amount of \$70.00 is enclosed as your fee. Please stamp-date the additional copies and return them in the self-addressed stamped envelope provided for your convenience.

If you should have any questions or require anything further, please do not hesitate to contact me.

Merger  
2-10-00  
MJS

Very truly yours,

  
Debra Wright, Secretary to  
Jack S. Cox

JSC:dw  
Enclosures

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

A-1 ROOF TRUSSES, INC., a Florida corporation, 541384

INTO

**A-1 ROOF TRUSSES LTD., COMPANY**, a Florida entity, G93960.

File date: January 31, 2000

Corporate Specialist: Doug Spitler

**ARTICLES OF MERGER**  
**OF**  
**A-1 ROOF TRUSSES, LTD, COMPANY, A FLORIDA CORPORATION**  
**(The Surviving Corporation)**  
**AND**  
**A-1 ROOF TRUSSES, INC., A FLORIDA CORPORATION**  
**(The Merging Corporation)**  
**PURSUANT TO FLORIDA CHAPTER 607.1101**

**FILED**  
00 JAN 31 AM 9:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A-1 ROOF TRUSSES LTD., COMPANY as the *Surviving Corporation* hereby delivers to the Department of State for filing these Articles of Merger which have been executed in accordance with Florida Chapter 607.0120 this 29<sup>th</sup> day of December, 1999.

The Plan of Merger is as follows:

1. A-1 ROOF TRUSSES, INC. shall and is hereby merged into A-1 ROOF TRUSSES LTD., COMPANY, the *Surviving Corporation*. This merger is being conducted in accordance with Florida Chapter 607.1101.
2. JOHN R. HERRING as Sole Stockholder of A-1 ROOF TRUSSES LTD., COMPANY and A-1 ROOF TRUSSES, INC. by execution hereof evidences his approval of this agreement and Plan of Merger.
3. Articles of Merger pursuant to Florida Chapter 607.1101 shall be prepared, executed, verified and delivered for filing to the Secretary of State. The Merger shall be effective as of the date of filing of the Articles of Merger.
4. The assets of the *Merging Corporation* shall be assumed by the *Surviving Corporation* and the obligations and liabilities of the *Merging Corporation* shall be assumed by the *Surviving Corporation*. Without limitation, all rights, privileges, immunities, permits, licenses, real property, intangible property and personal property shall be taken and transferred to and vested in the *Surviving Corporation*, A-1 ROOF TRUSSES LTD., COMPANY, without further act or

deed and the title to any real estate or any interest therein shall not be impaired by reason of the merger.

5. The manner and basis of converting the Shares of Stock from the *Merging Corporation* and the *Surviving Corporation* shall be accomplished by JOHN R. HERRING surrendering his Shares of Stock in A-1 ROOF TRUSSES, INC. and continuing at the time of merger to be the Sole Stockholder of the *Surviving Corporation*, A-1 ROOF TRUSSES LTD., COMPANY. No cash or other property shall be exchanged by, between or among JOHN R. HERRING, the *Surviving Corporation* and the *Merging Corporation*. Pursuant to Florida Chapter 607.1102, the *Surviving Corporation*, A-1 ROOF TRUSSES LTD., COMPANY, shall acquire all Shares of Stock in the *Merging Corporation*, A-1 ROOF TRUSSES, INC..

6. The Articles of Incorporation of the *Surviving Corporation*, A-1 ROOF TRUSSES LTD., COMPANY, shall remain in full force and effect and shall not be restated or modified.

7. JOHN R. HERRING as authorized agent for the *Merging Corporation*, A-1 ROOF TRUSSES, INC., and as authorized agent for the *Surviving Corporation*, A-1 ROOF TRUSSES LTD., COMPANY, is hereby authorized to execute and deliver on behalf of either corporation now or in the future any and all documents and/or corrective documents, deeds and/or other instruments which shall be deemed by him to be appropriate or necessary to complete the merger and the intent of this merger plan.

8. JOHN R. HERRING as authorized agent for the *Merging Corporation*, A-1 ROOF TRUSSES, INC., and the *Surviving Corporation*, A-1 ROOF TRUSSES LTD., COMPANY, shall have custody and control of all financial books and records and shall execute and deliver any and all reports and/or returns to state, local or federal taxing authorities and determine and decide

all tax related issues and strategies on behalf of the corporations before, during and after the Plan of Merger.

9. This Plan of Merger has been adopted by A-1 ROOF TRUSSES LTD., COMPANY, the *Surviving Corporation*, and A-1 ROOF TRUSSES, INC., the *Merging Corporation*, by their Sole Stockholder, JOHN R. HERRING, and adopted and approved by JOHN R. HERRING as Sole Director for each corporation on 12-29-99.

The Plan of Merger was approved by each corporation being a party to the Merger in accordance with the applicable provisions of Florida Chapter 607.

No domestic partnerships were part of the Merger.

No limited liability companies were part of the Merger.

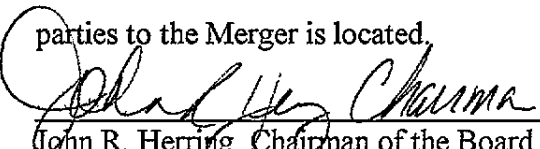
There were no other business entities which were part of the Merger.

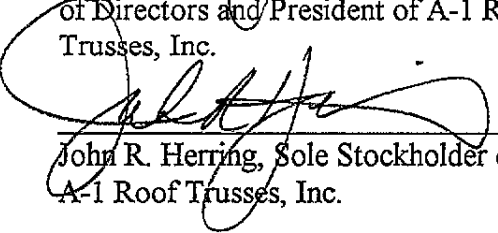
The effective date of the Merger shall be the date of filing of the Articles of Merger.

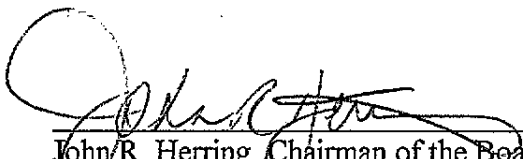
The *Surviving Corporation* is a Florida corporation.

Upon receipt of Articles of Merger certified by the Department of State, they shall be filed in the Office of the Clerk of the Circuit Court in each county in the state in which property of the

parties to the Merger is located.

  
John R. Herring, Chairman of the Board  
of Directors and President of A-1 Roof  
Trusses, Inc.

  
John R. Herring, Sole Stockholder of  
A-1 Roof Trusses, Inc.

  
John R. Herring, Chairman of the Board  
of Directors and President of A-1 Roof  
Trusses Ltd., Company

  
John R. Herring, Sole Stockholder of  
A-1 Roof Trusses Ltd., Company

**PLAN OF MERGER**  
**PURSUANT TO FLORIDA CHAPTER 607.1101**

THIS PLAN OF MERGER made and entered into this 29<sup>th</sup> day of December, 1999 by and between A-1 ROOF TRUSSES LTD., COMPANY, a Florida corporation, f/k/a A-1 TRUSS COMPANY OF OCALA, INC. f/k/a A-1 ROOF TRUSSES, INC. OF ST. LUCIE (hereinafter referred to as the "*Surviving Corporation*") and A-1 ROOF TRUSSES, INC., a Florida corporation (hereinafter referred to as the "*Merging Corporation*"), and;

WHEREAS, A-1 ROOF TRUSSES LTD., COMPANY, a Florida corporation, is wholly owned by JOHN R. HERRING as its Sole Stockholder; and

WHEREAS, A-1 ROOF TRUSSES, INC., a Florida corporation, is wholly owned by JOHN R. HERRING as its Sole Stockholder; and

WHEREAS, it is the desire and intent to merge A-1 ROOF TRUSSES, INC. into A-1 ROOF TRUSSES LTD., COMPANY so that A-1 ROOF TRUSSES LTD., COMPANY shall be the *Surviving Corporation*.

NOW, THEREFORE, the following Plan of Merger is hereby adopted:

1. A-1 ROOF TRUSSES, INC. shall be and is hereby merged into A-1 ROOF TRUSSES LTD., COMPANY, the *Surviving Corporation*. This merger is being conducted in accordance with Florida Chapter 607.1101.

2. JOHN R. HERRING as Sole Stockholder of A-1 ROOF TRUSSES LTD., COMPANY and A-1 ROOF TRUSSES, INC. and by execution hereof evidences his approval of this agreement and Plan of Merger.

3. Articles of Merger pursuant to Florida Chapter 607.1101 shall be prepared, executed, verified and delivered for filing to the Secretary of State. The Merger shall be effective as of the

date of filing of the Articles of Merger.

4. The assets of the *Merging Corporation* shall be assumed by the *Surviving Corporation* and the obligations and liabilities of the *Merging Corporation* shall be assumed by the *Surviving Corporation*. Without limitation, all rights, privileges, immunities, permits, licenses, real property, intangible property and personal property shall be taken and transferred to and vested in the *Surviving Corporation*, A-1 ROOF TRUSSES LTD., COMPANY, without further act or deed and the title to any real estate or any interest therein shall not be impaired by reason of the merger.

5. The manner and basis of converting the Shares of Stock from the *Merging Corporation* and the *Surviving Corporation* shall be accomplished by JOHN R. HERRING surrendering his Shares of Stock in A-1 ROOF TRUSSES, INC. and continuing at the time of merger to be the Sole Stockholder of the *Surviving Corporation*, A-1 ROOF TRUSSES LTD., COMPANY. No cash or other property shall be exchanged by, between or among JOHN R. HERRING, the *Surviving Corporation* and the *Merging Corporation*. Pursuant to Florida Chapter 607.1102, the *Surviving Corporation*, A-1 ROOF TRUSSES LTD., COMPANY, shall acquire all Shares of Stock in the *Merging Corporation*, A-1 ROOF TRUSSES, INC..

6. The Articles of Incorporation of the *Surviving Corporation*, A-1 ROOF TRUSSES LTD., COMPANY, shall remain in full force and effect and shall not be restated or modified.

7. JOHN R. HERRING as authorized agent for the *Merging Corporation*, A-1 ROOF TRUSSES, INC., and as authorized agent for the *Surviving Corporation*, A-1 ROOF TRUSSES LTD., COMPANY, is hereby authorized to execute and deliver on behalf of either corporation now or in the future any and all documents and/or corrective documents, deeds and/or other

instruments which shall be deemed by him to be appropriate or necessary to complete the merger and the intent of this merger plan.

8. JOHN R. HERRING as authorized agent for the *Merging Corporation*, A-1 ROOF TRUSSES, INC., and the *Surviving Corporation*, A-1 ROOF TRUSSES LTD., COMPANY, shall have custody and control of all financial books and records and shall execute and deliver any and all reports and/or returns to state, local or federal taxing authorities and determine and decide all tax related issues and strategies on behalf of the corporations before, during and after the Plan of Merger.


9. This Plan of Merger has been adopted by A-1 ROOF TRUSSES LTD., COMPANY, the *Surviving Corporation*, and A-1 ROOF TRUSSES, INC., the *Merging Corporation*, by their Sole Stockholder, JOHN R. HERRING, and adopted and approved by JOHN R. HERRING as Sole Director for each corporation.

IN WITNESS HEREOF the corporations, their Sole Director and Sole Stockholder have executed this Plan of Merger on this 21<sup>st</sup> day of December, 1999.

A-1 ROOF TRUSSES, INC.

(CORPORATE SEAL)

BY:

  
John R. Herring, Chairman of the Board of Directors,  
President and Sole Stockholder

STATE OF FLORIDA  
COUNTY OF PALM BEACH

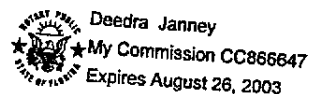
The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of DECEMBER, 1999 by JOHN R. HERRING as Chairman of the Board of Directors, President and Sole Stockholder of A-1 ROOF TRUSSES,

INC., a Florida corporation, on behalf of the corporation. He is personally known to me or he has produced  
as identification.

Deedra Janney  
Notary Public, State of Florida

Deedra Janney  
(print name)

My Commission Expires:



A-1 ROOF TRUSSES, LTD., COMPANY

BY: [Signature]  
John R. Herring, Chairman of the Board of Directors,  
President and Sole Stockholder

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of DECEMBER, 1997 by JOHN R. HERRING as Chairman of the Board of Directors, President and Sole Stockholder of A-1 ROOF TRUSSES LTD., COMPANY, a Florida corporation, on behalf of the corporation. He is personally known to me or he has produced  
as identification.

Deedra Janney  
Notary Public, State of Florida

Deedra Janney  
(print name)

My Commission Expires:

