

H50175

March 1, 2002

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

RE: American Ladder & Scaffolding, Inc.

Gentlemen:

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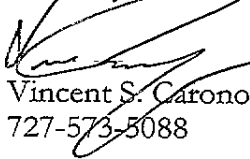
****122.50 *****78.75

Enclosed herewith please find Articles of Amendment and Articles of Merger to be filed with your office. Also enclosed is our check in the amount of \$87.50 which represents \$70.00 for filing fees and \$17.50 for certified copies.

Please return a certified copy of the Articles of Amendment and the Articles of Merger to me at 12645 49th Street North, Clearwater, Florida 33762.

Should you have any questions, please feel free to contact me.

Sincerely,



Vincent S. Caronongan
727-573-5088

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 FEB 14 PM 3:15

FILED

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02 FEB -5 PM 12:56
DIVISION OF CORPORATIONS

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ARTICLES OF MERGER
Merger Sheet

MERGING:

CARONONGAM ENTERPRISES, INC., a Florida corporation, #P98000028365

INTO

AMERICAN LADDER AND SCAFFOLDING, INC., a Florida entity, H50175

File date: February 14, 2002

Corporate Specialist: Susan Payne



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FEB 11 2002

February 6, 2002

Vincent S. Caronogan
American Ladder and Scaffolding, Inc.
12465 49th Street North
Clearwater, FL 33762

SUBJECT: AMERICAN LADDER AND SCAFFOLDING, INC.
Ref. Number: H50175

We have received your document for AMERICAN LADDER AND SCAFFOLDING, INC. and check(s) totaling \$87.50. However, your check(s) and document are being returned for the following:

The name of the surviving corporation as reflected on our records is as shown above. Please correct the name in all places in the merger document.

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

The fee to file articles of amendment is \$35. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

Please return a copy of this letter along with your document to ensure proper handling.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6901.

Susan Payne
Senior Section Administrator

Letter Number: 002A00007292

ARTICLES OF MERGER
OF
CARONONGAN ENTERPRISES, INC., a Florida Corporation
INTO
AMERICAN LADDER AND SCAFFOLDING, INC., a Florida Corporation

ARTICLES OF MERGER between CARONONGAN ENTERPRISES, INC., a Florida corporation ("Caronongan") and AMERICAN LADDER AND SCAFFOLDING, INC., a Florida corporation ("American").

Pursuant to §607.1105 of the Florida Business Corporation Act (the "Act") Caronongan and American adopt the following Articles of Merger:

1. The Agreement and Plan of Merger dated February 1, 2002 ("Plan of Merger"), between Caronongan and American was approved and adopted by the shareholders and Board of Directors of Caronongan on February 1, 2002 and was adopted by the shareholders and Board of Directors of American on February 1, 2002.
2. Pursuant to the Plan of Merger, all issued and outstanding shares of Caronongan's stock will be acquired by means of a merger of Caronongan into American with American the surviving corporation ("Merger").
3. The Plan of Merger is attached as Exhibit "A" and incorporated by reference as if fully set forth.
4. Pursuant to §607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be upon the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands this 1st day of February, 2002.

CARONONGAN ENTERPRISES, INC.
a Florida corporation

By: 
VINCENT S. CARONONGAN, President

AMERICAN LADDER AND SCAFFOLDING,
INC.
a Florida corporation

By: 
VINCENT S. CARONONGAN, President

FILED
02 FEB 14 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

Merger between AMERICAN LADDER AND SCAFFOLDING, INC. (the "Surviving Corporation") and CARONONGAN ENTERPRISES, INC., (the "Disappearing Corporation"), (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 Corporation in effect immediately prior to the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corporation 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 Disappearing Corporation's common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for one (1) share of common stock of the Surviving Corporation in accordance with this Plan. Each share of Surviving Corporation's stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corporation stock.
3. Satisfaction of Rights of Disappearing Corporation Shareholders. All shares of Surviving Corporation's stock into which shares Disappearing Corporation's stock shall have been converted and become exchangeable for pursuant to 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 Corporation shall cease, and Surviving Corporation shall be fully vested in Disappearing Corporation'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 Corporation 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 Corporation or Disappearing Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of Surviving Corporation 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 Corporation, or to otherwise carry out the provisions of this Plan.
6. Filing with the Florida Department of State and Effective Date. Upon the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corporation and Surviving Corporation shall cause their respective President (or Vice President) to execute Articles of Merger in the form attached hereto and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by Surviving Corporation to the Florida Department of State. In accordance with §607.1105 of the

EXHIBIT "A"

Act, the Articles of Merger shall specify the "Effective Date", which shall be the filing date of the Articles.

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 of 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 prior to 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 of 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.

"SURVIVING CORPORATION"

AMERICAN LADDER AND SCAFFOLDING,
INC.

By: 
VINCENT S. CARONONGAN, President

Dated: February 1, 2002

"DISAPPEARING CORPORATION"

CARONONGAN ENTERPRISES, INC.

By: 
VINCENT S. CARONONGAN, President

Dated: February 1, 2002