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DIVISION OF CORPORATIONS

J 79467

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Florida Department of State  
Division of Corporations  
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**MERGER OR SHARE EXCHANGE**

**TROPICAL IMPORTS BY DAMAR, INC.**

Certificate of Status	1
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Merge  
5/9/01  
DC

05/08/200

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

NEW METAL DESIGN BY DAMAR, INC., a Florida corporation, P94000087922

INTO

**TROPICAL IMPORTS BY DAMAR, INC.**, a Florida entity, J79467

File date: May 9, 2001

Corporate Specialist: Darlene Connell

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**ARTICLES OF MERGER**

of

**NEW METAL DESIGN BY DAMAR, INC.,** a Florida corporation,

with and into

**TROPICAL IMPORTS BY DAMAR, INC.,** a Florida corporation

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "FBCA"), the undersigned corporations have executed these Articles of Merger by which NEW METAL DESIGN BY DAMAR, INC., a Florida corporation ("NEW METAL"), shall be merged (the "Merger") with and into TROPICAL IMPORTS BY DAMAR, INC., a Florida corporation (the "Surviving Corporation"), in accordance with a Plan of Merger (the "Plan"), adopted pursuant to Section 607.1103 of the FBCA. The undersigned corporations hereby certify as follows:

1. Parties of Merger. The names of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State/Country of Incorporation</u>
New Metal Design by Damar, Inc.	Florida
Tropical Imports by Damar, Inc.	Florida

Tropical Imports by Damar, Inc. is the Surviving Corporation.

2. Compliance with Florida Law. New Metal Design by Damar, Inc. and Tropical Imports by Damar, Inc., as the surviving corporation, are complying with the applicable provisions of Sections 607.1101 - 607.1104 and Section 607.1105 of the FBCA.
3. Plan of Merger. The terms and conditions of the proposed merger and the manner and basis for converting the shares are set forth in the Plan of Merger which is attached hereto as Exhibit A.
4. Board of Directors Approval. The Plan of Merger was approved and adopted, by the respective Boards of Directors of New Metal Design by Damar, Inc. on 4/25/01, and by the Tropical Imports by Damar, Inc. on 4/25/01.
5. Shareholder Approval. The Agreement was approved and adopted by the stockholders of New Metal Design by Damar, Inc. on 4/25/01. The Agreement

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was approved and adopted by the shareholders of the Tropical Imports by Damar, Inc.  
on 4/25/01.

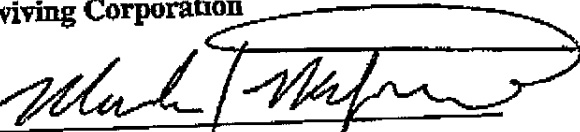
6. Effective Date. The effective date of the Merger herein contemplated shall be the date these Articles of Merger are filed with the Secretary of State, State of Florida.

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed as of this 25<sup>th</sup> day of APRIL, 2001.

**NEW METAL DESIGN BY DAMAR, INC.**

By:   
Name: DAVID J. MALIZIA  
Title: President

**TROPICAL IMPORTS BY DAMAR, INC.**  
Surviving Corporation

By:   
Name: MARK J. MALIZIA  
Title: President

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**EXHIBIT A**  
**PLAN OF MERGER**

THIS PLAN OF MERGER (the "Plan") is adopted and approved this 26 day of APRIL, 2001 by NEW METAL DESIGN BY DAMAR, INC., Florida corporation (the "Merged Corporation"); and TROPICAL IMPORTS BY DAMAR, INC., a Florida, corporation (the "Surviving Corporation"). The Merged Corporation and the Surviving Corporation are referred to collectively herein as the "Constituent Corporations."

**BACKGROUND**

The Shareholders and the Board of Directors of the Constituent Corporations have determined that it is in the best interests of the Constituent Corporations to merge in accordance with the provisions of Section 607.1107 of the Florida Business Corporation Act, all in accordance with the terms and conditions hereinafter set forth.

**PLAN**

**Merger.**

The Merged Corporation shall merge with and into the Surviving Corporation, which corporation shall survive the merger. The effective date of the merger shall be the date on which the Articles of Merger are filed in the office of the Secretary of State.

**Organizational Documents of Surviving Corporation.**

Upon the effective date of the merger provided for herein, the Articles of Incorporation and the Bylaws of TROPICAL IMPORTS BY DAMAR, INC., shall become the Articles of Incorporation and the Bylaws of the Surviving Corporation, until altered, amended, or repealed.

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**Directors and Officers.**

Upon the effective date of the merger provided for herein, the Board of Directors of the Surviving Corporation shall consist of the following persons:

Mark J. Malizia  
David J. Malizia

Such persons shall serve until their respective successors are duly elected and qualified.

The persons who shall be the officers of the Surviving Corporation after the consummation of the transactions described herein shall consist of the following persons:

Mark J. Malizia, President and Secretary  
David J. Malizia, Vice President and Treasurer

Such persons shall serve until their respective successors are duly appointed and qualified.

**Effect of Merger.**

Upon the effective date of the merger, the separate existence of the Merged Corporation shall cease, and the Merged Corporation shall be merged in accordance with the provisions of this Plan into the Surviving Corporation, which shall survive such merger, and shall continue in existence and shall, without other transfer, succeed to and possess all of the rights, privileges, immunities, powers and purposes of each of the Constituent Corporations consistent with the Articles of Incorporation of the Surviving Corporation, and all property, real, personal and mixed, causes of action, and every other asset of each of the Constituent Corporations shall vest in the Surviving Corporation without further act or deed, and the Surviving Corporation shall assume and be liable for all of the liabilities, obligations and penalties of each of the Constituent Corporations. No liability or obligation against either of

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the Constituent Corporations due or to become due, claim or demand for any cause existing against either of the Constituent Corporations shall be released or impaired by such merger. No action or proceeding, civil or criminal, then pending by or against either of the Constituent Corporations shall abate or be discontinued by such merger but may be enforced, prosecuted, settled, or compromised as if such merger had not occurred, or the Surviving Corporation may be substituted in such action in place of either of the Constituent Corporations. To the extent permitted by law, from time to time, as and when requested by the Surviving Corporation or by its successors and assigns, the Merged Corporation shall execute and deliver or cause to be executed and delivered all such deeds and instruments, and shall take or cause to be taken, such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to, and possession of, all property of the Merged Corporation acquired or to be acquired by reason of or as a result of the merger herein provided for. The proper officers and directors of the Merged Corporation and the proper officers and directors of the Surviving Corporation are fully authorized, in the name of the Surviving Corporation or otherwise, to undertake or cause to be taken any and all such action.

**Conversion of Capital Stock of Merged Corporation.**

Each of the shares of common stock issued and outstanding of the Surviving Corporation at and as of the Effective Time will remain issued and outstanding.. Each of the shares of common stock of the Merged Corporation issued and outstanding as of the effective date hereof shall, by virtue of the merger and without any action on the part of the holder

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thereof, be converted to the right to receive one share of the \$1.00 par value common stock of the Surviving Corporation.

Accepted and agreed upon by the duly authorized officers of the parties hereto as of the date first written above.

**NEW METAL DESIGN BY DAMAR, INC.**

By: 

Name: DAVID J. MALIZIA

Title: President

**TROPICAL IMPORTS BY DAMAR, INC.  
Surviving Corporation**

By: 

Name: MARK J. MALIZIA

Title: President