

DEC. 8

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NO. 744 P. 1

Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 617-6380

From:

Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850) 521-1000  
Fax Number : (850) 558-1575

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Kimberly K. 29449

MERGER OR SHARE EXCHANGE

WEISS & WOOLRICH SOUTHERN ENTERPRISES, INC.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 0       |
| Page Count            | 07      |
| Estimated Charge      | \$60.00 |

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EXAMINER

068400059680

**Certificate of Merger  
For  
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

| <u>Name</u>   | <u>Jurisdiction</u> | <u>Form/Entity Type</u>   |
|---|---------------------|---------------------------|
| Deins Roofing of Florida, a Texas American Company, LLC | Florida             | Limited Liability Company |
| Weiss & Woolrich Southern Enterprises, Inc.             | Florida             | Corporation               |

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

| <u>Name</u>                                 | <u>Jurisdiction</u> | <u>Form/Entity Type</u> |
|---|---------------------|-------------------------|
| Weiss & Woolrich Southern Enterprises, Inc. | Florida             | Corporation             |

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

N/A

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

N/A

**SEVENTH:** If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.4359S, F.S.

**EIGHTH:** If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: N/A

Mailing address: N/A

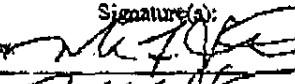
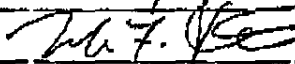
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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

**NINTH:** Signature(s) for Each Party:

| Name of Entity/Organization:                           | Signature(s):   | Typed or Printed Name of Individual: |
|--|---|--------------------------------------|
| Delta Roofing of Florida, a Texas America Company, LLC |  | Mark F. Sapienza, Vice President     |
| Welco & Woolrich Southern Enterprises, Inc.            |  | Mark F. Sapienza, Vice President     |

|                                   |   |
|-----------------------------------|---|
| Corporations:                     | Chairman, Vice Chairman, President or Officer<br>(If no directors selected, signature of incorporator.) |
| General partnerships:             | Signature of a general partner or authorized person   |
| Florida Limited Partnerships:     | Signatures of all general partners  |
| Non-Florida Limited Partnerships: | Signature of a general partner  |
| Limited Liability Companies:      | Signature of a member or authorized representative  |

|                     |                                     |         |
|---------------------|-------------------------------------|---------|
| <b><u>Fees:</u></b> | For each Limited Liability Company: | \$25.00 |
|                     | For each Corporation:               | \$35.00 |
|                     | For each Limited Partnership:       | \$52.50 |
|                     | For each General Partnership:       | \$25.00 |
|                     | For each Other Business Entity:     | \$25.00 |

|  |         |
|--|---------|
| <b><u>Certified Copy (optional):</u></b> | \$30.00 |
|--|---------|

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## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Plan of Merger") is hereby adopted as of the 5th day of December, 2008, by Weiss & Woolrich Southern Enterprises, Inc., a Florida corporation (the "Corporation"), and Delta Roofing of Florida, a Tecta America Company, LLC, a Florida limited liability company (the "Company"), for the purpose of effecting the merger of the Company with and into the Corporation with the Corporation surviving the merger as a Florida corporation (the "Merger"). The Corporation and the Company are sometimes hereinafter collectively referred to as the "Constituent Entities."

### RECITALS

The board of directors and the sole stockholder of the Corporation and the sole member and the sole managing member of the Company have determined that it is advisable and in the Constituent Entities' best interests that the Company merge with and into the Corporation, with the Corporation as the surviving entity, as set forth herein and pursuant to Section 607.1108 of the Florida Business Corporation Act (the "FBCA") and Section 608.438 of the Florida Limited Liability Company Act (the "Florida LLC Act") and collectively with the FBCA, "Florida Law").

### AGREEMENT

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, the Constituent Entities hereby agree as follows:

### ARTICLE I THE MERGER

1.1 Merger. In accordance with this Plan of Merger and Florida Law, upon the filing of the Certificate of Merger (the "Effective Date"), the Company shall merge with and into the Corporation with the Corporation surviving the Merger and continuing to be a corporation governed by the laws of the State of Florida. The separate existence of the Company shall cease and "Weiss & Woolrich Southern Enterprises, Inc." shall continue to be the name of the Corporation as the surviving entity (the "Surviving Entity"). For accounting purposes, the Merger shall be treated by the Constituent Entities as having occurred on November 1, 2008.

1.2 Effect of Merger. Upon the Effective Date, the Surviving Entity: (i) shall continue to possess all of the assets, rights, powers and property of the Corporation as constituted immediately prior to the Effective Date; (ii) shall continue to be subject to all of the debts, liabilities and obligations of the Corporation as constituted immediately prior to the Effective Date; (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property (real or personal) of the Company; (iv) shall succeed, without other transfer, to all of the debts, liabilities and obligations of Company in the same manner as if the Corporation had itself incurred them; (v) shall be subject to all actions previously taken by the officers of the Corporation and the Company; and (vi) the Corporation shall succeed to the Company in the manner of and as more fully set forth in Florida Law.

**ARTICLE II  
CHARTER DOCUMENTS**

The Articles of Incorporation and Bylaws of the Corporation in effect immediately prior to the Effective Date shall continue in full force and effect as the Articles of Incorporation and Bylaws of the Surviving Entity until duly amended in accordance with the provisions thereof and Florida Law.

**ARTICLE III  
EFFECT ON CAPITAL STOCK**

Upon the Effective Date, all issued and outstanding membership interests or rights to acquire interests of the Company shall, by virtue of the Merger and without consideration or any further action by either of the Constituent Entities, automatically be cancelled and shall cease to exist and any certificates evidencing ownership thereof shall be void and of no effect. The issued and outstanding capital stock and capital stock held in treasury, if any, of the Corporation shall not be affected by virtue of the Merger.

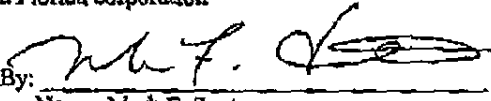
**ARTICLE IV  
MISCELLANEOUS**

If at any time after the Effective Date any further action is necessary or desirable to carry out the purposes of this Plan of Merger and to vest in the Corporation full right, title and possession to all assets, property, rights, privileges, powers and franchises of the Constituent Entities, the officers and directors of the Corporation are fully authorized in the name of the Company, the Corporation or otherwise to take, and will take, all such lawful and necessary action, so long as such action is not inconsistent with this Plan of Merger.

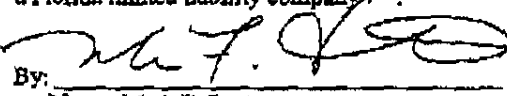
*[Signature page follows]*

IN WITNESS WHEREOF, this Plan of Merger is hereby executed on behalf of each entity by the person named below thereunto duly authorized.

WEISS & WOOLRICH  
SOUTHERN ENTERPRISES, INC.,  
a Florida corporation

By:   
Name: Mark F. Santacrose  
Title: Vice President

DELTA ROOFING OF FLORIDA,  
A TECTA AMERICA COMPANY, LLC,  
a Florida limited liability company

By:   
Name: Mark F. Santacrose  
Title: Vice President