

Division of Corporations

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MERGER OR SHARE EXCHANGE

Weiss & Woolrich Southern Enterprises, Inc.

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December 29, 2009

VIA FAX – 850-205-0380

Florida Department of State
Division of Corporations
Tallahassee FL 32399

RE: Merger of Murton Roofing Corp. into Weiss & Woolrich Southern Enterprises, Inc.
Name change of survivor to "Tecta America South Florida, Inc."

Dear Sir/Madam:

Enclosed for filing are Articles of Merger in the referenced matter providing for an effective time of 12:01 a.m. on January 1, 2010. The filing fees of \$70 should be charged to Quarles & Brady LLP's prepaid account.

Please process this filing as soon as possible. If you have any questions, please call me at 414-277-5189. Thank you for your assistance in this matter.

Very truly yours,

A handwritten signature in cursive script that reads "Susan T. Lapinski".

Susan T. Lapinski
Corporate Paralegal

Enclosures
900987.30000

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**ARTICLES OF MERGER OF
MURTON ROOFING CORP.
WITH AND INTO
WEISS & WOOLRICH SOUTHERN ENTERPRISES, INC.**

The undersigned corporations, for the purpose of merging Murton Roofing Corp., a Florida corporation, into Weiss & Woolrich Southern Enterprises, Inc., a Florida corporation and the surviving corporation in such merger, hereby execute the following Articles of Merger in accordance with Section 607.1105, Florida Statutes:

1. The plan of merger is set forth in the Plan of Merger attached hereto as Exhibit A, which is made a part hereof.
2. The Plan of Merger was adopted by the Board of Directors and sole shareholder of Weiss & Woolrich Southern Enterprises, Inc. on December 28, 2009.
3. The Plan of Merger was adopted by the Board of Directors and sole shareholder of Murton Roofing Corp. on December 28, 2009.
4. The effective time of the merger shall be at 12:01 a.m. on January 1, 2010.

IN WITNESS WHEREOF, the undersigned corporations have caused these Articles of Merger to be executed as of the 28th day of December, 2009.

MURTON ROOFING CORP.

By: 
Name: Michael Levine
Title: President

WEISS & WOOLRICH SOUTHERN
ENTERPRISES, INC.

By: 
Name: Henry Gembala
Title: President

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EXHIBIT A

**PLAN OF MERGER OF
MURTON ROOFING CORP.
WITH AND INTO
WEISS & WOOLRICH SOUTHERN ENTERPRISES, INC.**

THIS PLAN OF MERGER provides for the merger of Murton Roofing Corp., a Florida corporation ("Murton"), with and into Weiss & Woolrich Southern Enterprises, Inc., a Florida corporation ("WW"), both of said corporations being hereinafter sometimes referred to collectively as the "Constituent Corporations".

RECITALS:

WHEREAS, the Board of Directors of each of the Constituent Corporations deems it advisable and generally to the advantage and welfare of each of the Constituent Corporations and their respective shareholders that Murton be merged with and into WW on the terms and conditions hereinafter set forth, and in accordance with the applicable provisions of the laws of the State of Florida;

NOW, THEREFORE, in consideration of the foregoing and of the mutual covenants, conditions and agreements set forth herein, and for other good and valuable consideration, Murton shall be merged with and into WW (the "Merger"), and the terms and conditions of the Merger, the mode of carrying the same into effect and such other matters as are required or permitted to be set forth in the case of a merger pursuant to the laws of the State of Florida are as follows:

ARTICLE I

Merger

At the Effective Time of the Merger (as hereinafter defined), Murton and WW shall be merged into a single corporation in accordance with the applicable provisions of the laws of the State of Florida by Murton merging with and into WW, which shall be the surviving corporation (the "Surviving Corporation") in the merger.

ARTICLE II

Effective Time

The Effective Time of the Merger is hereby designated as 12:01 a.m. on January 1, 2010.

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ARTICLE III

Conversion and Exchange of Shares

The manner of converting the shares of each of the Constituent Corporations shall be as follows:

- (a) At the Effective Time of the Merger, each share of Common Stock of Murton then issued and outstanding shall be retired and canceled and no shares of stock of the Surviving Corporation or other consideration shall be issued in exchange therefor.
- (b) At the Effective Time of the Merger, each share of Common Stock of WW then issued and outstanding shall remain one share of Common Stock of the Surviving Corporation.

ARTICLE IV

Articles of Incorporation and Bylaws

4.1 The Articles of Incorporation of WW, as in effect immediately prior to the Effective Time of the Merger, shall remain the Articles of Incorporation of the Surviving Corporation until amended in accordance with law, except that at the Effective Time of the Merger Article I of the Articles of Incorporation of the Surviving Corporation shall be amended to read in its entirety as follows:

"ARTICLE I - NAME

The name of the corporation is Tecta America South Florida, Inc."

4.2 The Bylaws of WW, as in effect immediately prior to the Effective Time of the Merger, shall remain the Bylaws of the Surviving Corporation until amended in accordance with law.

ARTICLE V

Effect of Merger

The effect of the Merger shall be as provided in Section 607.1106 of the Florida Business Corporation Act.

ARTICLE VI

Miscellaneous

6.1 If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law are necessary or desirable to vest or to perfect or to confirm of record in the Surviving Corporation the title to any property or rights of Murton, or otherwise to

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carry out the provisions hereof, the proper officers and directors of Murton as of the Effective Time of the Merger shall execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary or proper to vest, perfect or confirm title to such property or rights in the Surviving Corporation, and otherwise to carry out the provisions of this Plan of Merger.

6.2 The Constituent Corporations intend this Plan of Merger to be a Plan of Reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended.

* * * * *

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