

Division of Corporations

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K24887
Florida Department of State
Division of Corporations
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Fax Number : (850) 617-6380

From: Account Name : QUARLES & BRADY LLP
Account Number : I200000000067
Phone : (239) 262-5959
Fax Number : (239) 434-4999

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

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**MERGER OR SHARE EXCHANGE
TECTA AMERICA SOUTH FLORIDA, INC.**

| | |
|-----------------------|---------|
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C. LEWIS

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EXAMINER

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February 16, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

TECTA AMERICA SOUTH FLORIDA, INC.
1431 SW 30TH AVENUE
DEERFIELD BEACH, FL 33442US

SUBJECT: TECTA AMERICA SOUTH FLORIDA, INC.
REF: K24887

We have received your electronically transmitted document. However, the document was submitted under the wrong electronic filing type and cannot be processed by this office.

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Agnes Lunt
Regulatory Specialist II

FAX Aud. #: H10000032682
Letter Number: 910A00003816

P.O. BOX 6327 - Tallahassee, Florida 32314

Charles & Brady LLP
Otte W. Immel

FEB 16 2010

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Direct Dial: (414) 277-5189
Email: susan.lapinski@quarles.com

February 22, 2010

VIA FAX – 850-205-0380

Florida Department of State
Division of Corporations
Tallahassee FL 32399

RE: Merger of Davco-Murton Waterproofing LLC into Tecta America South Florida, Inc.

Dear Sir/Madam:

Enclosed for filing are Articles of Merger in the referenced matter **providing for an effective date of March 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 Lapinski".

Susan T. Lapinski
Corporate Paralegal

Enclosures
900987.30000

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2010 FEB 23 AM 9:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, 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> |
|---|---------------------|---------------------------|
| L04000091904 DAVCO-MURTON WATERPROOFING LLC | FLORIDA | LIMITED LIABILITY COMPANY |
| | | |
| | | |
| | | |

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> |
|--------------------------------------|---------------------|-------------------------|
| TECTA AMERICA SOUTH FLORIDA, INC. | FLORIDA | CORPORATION |

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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:

MARCH 1, 2010

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

N/A

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

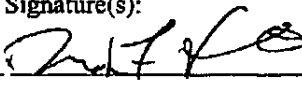
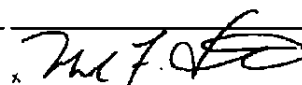
b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

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TALLAHASSEE, FLORIDA

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EIGHTH: Signature(s) for Each Party:

| Name of Entity/Organization: | Signature(s): | Typed or Printed Name of Individual: |
|--------------------------------------|---|---|
| DAVCO-MURTON WATERPROOFING LLC |  | MARK F. SANTACROSE |
| TECTA AMERICA SOUTH FLORIDA, INC. |  | MARK F. SANTACROSE |
| | | |

| | |
|-----------------------------------|--|
| Corporations: | Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i> |
| 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 |

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

**PLAN OF MERGER
OF
DAVCO-MURTON WATERPROOFING LLC
WITH AND INTO
TECTA AMERICA SOUTH FLORIDA, INC.**

**ARTICLE I
PARTIES**

The name, type of entity and jurisdiction of formation of each business entity that is a party to the merger is as follows:

| <u>Name</u> | <u>Type of Entity</u> | <u>Jurisdiction of Formation</u> |
|-----------------------------------|---------------------------|----------------------------------|
| Dayco-Murton Waterproofing LLC | Limited liability company | Florida |
| Tecta America South Florida, Inc. | Corporation | Florida |

**ARTICLE II
SURVIVING ENTITY**

The name of the surviving entity is Tecta America South Florida, Inc.

**ARTICLE III
MERGER; EFFECTIVE TIME**

On the Effective Date of the Merger (as hereinafter defined), Davco-Murton Waterproofing LLC (the "LLC") shall be merged with and into Tecta America South Florida, Inc. (the "Surviving Entity") in accordance with the applicable provisions of the laws of the State of Florida. The Effective Date of the Merger shall be March 1, 2010.

**ARTICLE IV
CONVERSION AND EXCHANGE OF INTERESTS AND STOCK**

4.1 LLC Membership Interests. On the Effective Date of the Merger, the issued and outstanding membership interests of the LLC shall be canceled, and no shares of stock of the Surviving Entity or other consideration shall be issued in exchange therefor.

4.2 Surviving Entity Stock. The issued and outstanding stock of the Surviving Entity shall not be affected by the merger.

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**ARTICLE V
ARTICLES OF INCORPORATION AND BYLAWS**

5.1 The Articles of Incorporation of the Surviving Entity, as in effect immediately prior to the Effective Date of the Merger, shall remain the Articles of Incorporation of the Surviving Entity until amended in accordance with law.

5.2 The Bylaws of the Surviving Entity, as in effect immediately prior to the Effective Date of the Merger, shall remain the Bylaws of the Surviving Entity until amended in accordance with law.

**ARTICLE VI
EFFECT OF MERGER**

The effect of the merger shall be as provided in Section 608.4383 of the Florida Limited Liability Company Act and Section 607.11101 of the Florida Business Corporation Act.

* * * * *

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