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DIVISION OF CORPORATIONS

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## MERGER OR SHARE EXCHANGE

## UNIFLEX ROOFING SYSTEMS OF FLORIDA LLC

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

February 10, 2005

UNIFLEX ROOFING SYSTEMS OF FLORIDA LLC  
1499 ENTERPRISE PKWY  
TWINSBURG, OH 44087

SUBJECT: UNIFLEX ROOFING SYSTEMS OF FLORIDA LLC  
REF: L01000003169

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The effective date cannot be prior to the file date of 2/9/05. Correct Article VII-EFFECTIVE DATE OF MERGER.

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**STATE OF FLORIDA**  
**ARTICLES OF MERGER**  
**OF**  
**UNIFLEX ROOFING SYSTEMS - GULF COAST LLC.**  
a Florida limited liability company  
**INTO**  
**UNIFLEX ROOFING SYSTEMS OF FLORIDA LLC,**  
a Florida limited liability company

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Pursuant to Florida Statutes Section 608.4382 entitled "Articles of Merger", the undersigned entities adopt the following Articles of Merger:

**FIRST:** Uniflex Roofing Systems - Gulf Coast LLC, a Florida limited liability company (the "Merged Company"), whose principal business address is 8750 Enterprise Boulevard, Largo, Florida 33773. The Merged Company's Florida document number is L02000034406 and its Federal Employer Identification Number is 27-0041719.

**SECOND:** Uniflex Roofing Systems of Florida LLC, a Florida limited liability company (the "Surviving Company"), whose principal business address is 8750 Enterprise Boulevard, Largo, Florida 33773. The Surviving Company's Florida document number is L01000003169 and its Federal Employer Identification Number is 59-3702301.

**THIRD:** The Agreement and Plan of Merger ("Plan of Merger") attached hereto as Exhibit "A" was adopted by the Manager and Member of the Merged Company as of February 1, 2005. The Plan of Merger was adopted by the Manager and Member of the Surviving Company as of February 1, 2005.

**FOURTH:** The Effective Date and Time of these Articles of Merger shall be the date of filing these Articles of Merger with the Florida Secretary of State in accordance with Florida Statutes Chapter 608 (the "Effective Date").

**FIFTH:** At the Effective Date the following actions will occur in accordance with the Plan of Merger:

- a. The Merged Company shall be merged with and into the Surviving Company.

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b. The Articles of Organization of the Surviving Company as in effect immediately prior to the Effective Date shall thereafter continue in full force and effect as the Articles of Organization of the Surviving Company except for the following amendment:

Article I of the Articles of Organization shall be deleted in its entirety and substituted by the following new Article I which reads as follows:

#### ARTICLE I

##### Name

The name of the Limited Liability Company is: Unicoat Roofing Systems of Florida LLC.

c. The currently issued and outstanding membership units of the Surviving Company owned by its members immediately prior to the Merger shall remain as the issued and outstanding units of membership of the Surviving Company after the Merger.

d. All membership units of the Merged Company issued and outstanding immediately prior to the Effective Date shall be canceled and extinguished.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 1<sup>st</sup> day of February, 2005.

#### MERGED COMPANY:

UNIFLEX ROOFING SYSTEMS - GULF COAST LLC.

By:   
David Kessler, Manager and President

#### SURVIVING COMPANY:

UNIFLEX ROOFING SYSTEMS OF FLORIDA LLC

By:   
David Kessler, Manager and President

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## Exhibit "A"

**AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER, made and entered into as of the 1st day of February, 2005, by and between UNIFLEX ROOFING SYSTEMS - GULF COAST LLC, a Florida limited liability company (the "Merged Company") and UNIFLEX ROOFING SYSTEMS OF FLORIDA LLC, a Florida limited liability company (the "Surviving Company").

**WITNESSETH:**

WHEREAS, the Merged Company was organized in the State of Florida on December 20, 2002, and has ONE HUNDRED (100) membership units currently issued and outstanding;

WHEREAS, the Surviving Company was organized in the State of Florida on March 1, 2001, and has ONE HUNDRED (100) membership units currently issued and outstanding;

WHEREAS, the sole Member of the Merged Company and the Surviving Company is Unicoat Roofing Systems, LLC.

WHEREAS, the Manager and the sole Member of the Merged Company deem it advisable and in the best interests of the Merged Company to merge with and into the Surviving Company pursuant to Florida Statutes Section 608.438. The Manager of the Surviving Company deems it advisable that the Surviving Company shall be the surviving limited liability company (hereinafter called the "Merger"); and

NOW THEREFORE, in consideration of the mutual covenants, agreements and provisions contained herein, the parties hereto agree, in accordance with the provisions of Florida Statutes Chapter 608, the Merged Company shall be and hereby is merged with and into the Surviving Company, and that the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and basis of dealing with the membership ownership interest of the Merged Company shall be as hereinafter set forth.

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## ARTICLE I CORPORATE EXISTENCE

A. Upon the Merger becoming effective, the separate existence of the Merged Company shall cease, and the Surviving Company shall continue and be governed by the laws of the State of Florida; all property, real, personal, tangible and intangible and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, all immunities of a public and of a private nature, all debts due on whatever account and all other choses in action belonging to it shall be taken and be deemed to be transferred to and vested in the Surviving Company and shall be thereafter as effectively the property of the Surviving Company as they were the property of the Merged Company, and the title to any property, real, personal, tangible, intangible or mixed, wherever situated, and the ownership of any right or privilege vested in the Merged Company shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Company all rights of creditors and all liens upon the property of the Merged Company shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective, and all debts, contracts, liabilities, obligations and duties of the Merged Company shall thenceforth attach to the Surviving Company and may be enforced against it to the same extent as they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Company shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

## ARTICLE II ARTICLES OF ORGANIZATION OF SURVIVING COMPANY

The Articles of Organization of the Surviving Company in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Articles of Organization of the Surviving Company except for the following amendment:

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Article I of the Articles of Organization shall be deleted in its entirety and substituted by the following new Article I which reads as follows:

**ARTICLE I****Name**

The name of the Limited Liability Company is: Unicoat Roofing Systems of Florida LLC.

**ARTICLE III****OPERATING AGREEMENT OF SURVIVING COMPANY**

The Operating Agreement of the Surviving Company in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Operating Agreement of the Surviving Company until the same shall be altered, amended or repealed.

**ARTICLE IV****MANAGER, OFFICERS AND  
MEMBER OF SURVIVING COMPANY**

The Manager, officers and member of the Surviving Company in effect immediately prior to the time the Merger becomes effective, shall, upon the Merger becoming effective, be and remain the Manager, officers and member of the Surviving Company until their successors are elected and qualified or the member transfers its ownership in the Surviving Company. The Manager's name is David Kessler and his address is 8750 Enterprise Boulevard, Largo, Florida 33773.

**ARTICLE V****MANNER OF CONVERTING MEMBERSHIP UNITS**

The currently issued and outstanding membership units of the Surviving Company immediately prior to the Merger shall remain as the issued and outstanding membership units of the Surviving Company after the Merger. All ownership interests in the Merged Company issued and outstanding at the time of the effective date of the Merger shall be canceled and extinguished.

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**ARTICLE VI  
APPROVAL OF MERGER**

This Agreement and Plan of Merger has been approved by the Manager and the sole Member of the Merged Company as of February 1, 2005, and approved by the Manager and the sole Member of the Surviving Company as of February 1, 2005.

**ARTICLE VII  
EFFECTIVE DATE OF MERGER**

This Merger shall become effective upon the filing of the Articles of Merger with the Florida Secretary of State in accordance with Florida Statutes Chapter 608.

IN WITNESS WHEREOF, the Merged Company and the Surviving Company have signed this Agreement under their corporate seals the day and year first above written.

**MERGED COMPANY:**

**UNIFLEX ROOFING SYSTEMS - GULF COAST LLC.**

By:   
David Kessler, Manager and President

**SURVIVING COMPANY:**

**UNIFLEX ROOFING SYSTEMS OF FLORIDA LLC**

By:   
David Kessler, Manager and President

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