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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

AMERICAN WINDOW COMPANY OF ORLANDO, LLC

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TALLAHASSEE, FLORIDA

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*12/22/05
CWS*

ARTICLES OF MERGER
between
AMERICAN WINDOW COMPANY OF ORLANDO, INC.
and
AMERICAN WINDOW COMPANY OF ORLANDO, LLC

POI 00011341
LO50001205

Pursuant to the Florida Business Corporation Act and the Florida Limited Liability Company Act, the domestic corporation and domestic limited liability company herein named do hereby adopt the following articles of merger:

1. The plan of merger (the "Plan of Merger") for merging American Window Company of Orlando, Inc., a Florida corporation (the "Merging Corporation") with and into American Window Company of Orlando, LLC, a Florida limited liability company (the "Surviving Entity") is attached hereto as Exhibit A and incorporated herein by this reference.

2. The Plan of Merger was approved and adopted by the sole Manager and the sole Member of the Surviving Entity on December 20, 2005 in accordance with the provisions of the Florida Limited Liability Company Act. The Plan of Merger was adopted by the unanimous written consent of the shareholders of Merging Corporation on December 20, 2005 in accordance with the provisions of the Florida Business Corporation Act.

3. The Surviving Entity will continue its existence as the surviving limited liability company under its present name pursuant to the provisions of the Florida Limited Liability Company Act.

4. The effective time and date of the merger herein provided for shall be 12:01 a.m. on December 21, 2005.

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IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed as of this 20th day of December, 2005.

**AMERICAN WINDOW COMPANY OF
ORLANDO, INC.**

By: _____

Name: _____

Title: _____

Howard C. Barton

President

**AMERICAN WINDOW COMPANY OF
ORLANDO, LLC**

By: American Door and Millwork Company, its
manager

By: _____

Name: _____

Title: _____

Howard C. Barton

President

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EXHIBIT A

**PLAN OF MERGER
BETWEEN
AMERICAN WINDOW COMPANY OF ORLANDO, INC. - D01000113413
AND
AMERICAN WINDOW COMPANY OF ORLANDO, LLC L 0500012029:**

(a) The name of each entity planning to merge is:

(i) The name of the surviving entity is American Window Company of Orlando, LLC, a Florida limited liability company (the "Surviving Entity"); and

(ii) The name of the merging corporation is American Window Company of Orlando, Inc., a Florida corporation (the "Merging Corporation").

(b) The effective time and date of the merger shall be at 12:01 a.m. on December 21, 2005 (the "Effective Time").

(c) The general terms and conditions of the merger are as follows:

At the Effective Time, the separate existence of the Merging Corporation shall cease and the Surviving Entity shall ultimately succeed to any and all rights, privileges, immunities, powers, franchises, authority, and real and personal property of the Merging Corporation. The Surviving Entity shall thereafter be responsible and liable for all obligations of the Merging Corporation, and neither the rights of the creditors nor any liens on the property of the Merging Corporation shall be impaired by the merger.

(d) The manner and basis of converting the shares of each corporation shall be as follows:

(i) American Door and Millwork Company, a Florida corporation (the "Parent") is the sole member of the Surviving Entity. At the Effective Time, all the outstanding membership interests of Surviving Entity shall be unaffected by the merger and shall remain outstanding.

(ii) At the Effective Time, by virtue of the merger and without any further action on the part of the Surviving Entity or the Merging Corporation, each issued and outstanding share of common stock, par value \$.10 per share, of the Merging Corporation ("Merging Corporation Common Shares") outstanding immediately prior to the Effective Time shall be cancelled.

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(iii) At the Effective Time, by virtue of the merger and without any further action on the part of the Surviving Entity or the Merging Corporation, the Parent shall issue to the shareholders of the Merging Corporation prior to the Effective Time the following capital stock of the Parent:

Shareholder	Number of Shares of \$.10 Par Value Class A Common Stock	Number of Shares of \$.10 Par Value Preferred Stock
Robert G. Dello Russo	1,379,039	167,411
Howard C. Barton	1,182,000	0
Wayne Brower	197,039	167,411
Richard Fortin	197,039	167,411
T. E. Neville	<u>197,039</u>	<u>167,411</u>
	3,152,156	669,668

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(e) The articles of organization of the Surviving Entity as in effect immediately prior to the Effective Time shall be the articles of organization of the Surviving Entity, until duly amended as provided therein or by applicable law.

(f) The operating agreement of the Surviving Entity as in effect immediately prior to the Effective Time shall be the operating agreement of the Surviving Entity until amended as provided therein or in accordance with applicable law.

(g) The Surviving Entity is a manager-managed entity. At the Effective Time, the name and address of the Manager shall be:

American Door and Millwork Company
2801 W. Airport Boulevard
Sanford, FL 32771

(h) The merger contemplated hereby is intended to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code.