

L17547

*Kreico Building  
Systems, Inc.*

April 19, 1999

Susan Payne  
Senior Section Administrator  
Florida Department of State  
Divisions of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Ref. Number L17547

600002854516--2  
-04/28/99-01019-008  
\*\*\*\*820.00 \*\*\*\*\*70.00

Dear Ms. Payne:

Enclosed please find the merger documents with the changes you requested in your letter dated March 8, 1999, a copy of which is enclosed.

Also enclosed is a check for \$820 which represents the \$750 reinstatement fee plus \$35 per party for the filing fee.

Thank you for your assistance in this matter.

Sincerely,



Kenneth R. Kreizinger  
President

FILED  
99 APR 28 AM 10:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

merger  
sf 4/28/99

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ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

AMERICAN WALL INVESTORS, INC., a FL corp. P94000083145

INTO

**KREICO BUILDING SYSTEMS, INC.**, a Florida corporation, L17547.

File date: April 28, 1999

Corporate Specialist: Susan Payne



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 8, 1999

Kenneth R. Kreizinger  
1600 SW 13 Court  
Pompano Beach, FL 33069

SUBJECT: KREICO BUILDING SYSTEMS, INC.  
Ref. Number: L17547

We have received your document for KREICO BUILDING SYSTEMS, INC. .  
However, the enclosed document has not been filed and is being returned to you  
for the following reason(s):

The fee to file articles of merger or articles of share exchange is \$35 per party to  
the merger or share exchange. Certified copies are optional and are \$8.75 for the  
first 8 pages of the document, and \$1 for each additional page, not to exceed  
\$52.50.

American Wall Investors, Inc. was administratively dissolved on October 16,  
1998 for failure to file the 1998 annual. This corporation would need to be  
reinstated by filing the enclosed reinstatement application and paying  
reinstatement fees of \$750 (\$600 reinstatement fee and \$150 for the 1998  
annual report) A fee for 1999 is not required if the reinstatement document is  
submitted promptly.

<sup>merger</sup>  
The name of the person signing the document must be typed or printed beneath  
or opposite the signature.

Please return a copy of this letter along with your document to ensure proper  
handling.

If you have any questions concerning this matter, please either respond in writing  
or call (850) 487-6901.

Susan Payne  
Senior Section Administrator

Letter Number: 499A00010667

***Kreico Building  
Systems, Inc.***

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February 18, 1999

Department of State  
Divisions of Corporations  
PO Box 6327  
Tallahassee, FL 32314

Gentlemen:

Enclosed please find the Articles of Merger for Kreico Building Systems, Inc. and American Wall Investors, Inc. While the effective date of the merger was March 31, 1997, the enclosed documents have never been sent to the Department of State due to a misunderstanding with our accountants.

Please advise me if there is something more I need to do to make the merger effective.

Thank you for your time and consideration in this matter.

Sincerely,



Kenneth R. Kreizinger  
President

enclosure

FILED

ARTICLES OF MERGER

99 APR 28 AM 10:52

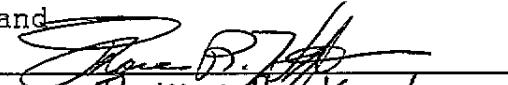
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Kreico Building Systems, Inc. and American Wall Investors, Inc.,  
being validly and legally formed under the laws of the State of  
Florida, have adopted a Plan of Merger:

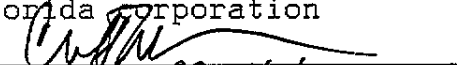
1. Plan of Merger is attached as Exhibit A
2. The effective date of the Merger is: March 31, 1997
3. Shareholder approval was not required.
4. Kreico Building Systems, Inc. adopted the Plan of Merger  
on March 18, 1997, by a vote of the board of directors.
5. American Wall Investors, Inc., adopted the Plan of Merger  
on March 17, 1997, by a vote of the shareholders.
6. There were no changes made to the Articles of  
Incorporation of the surviving corporation, Kreico Building  
Systems, Inc.


Kreico Building Systems, Inc.  
a Florida corporation

By   
Kenneth R. Kreizinger  
its President

and   
Thomas R. Kaplan  
its Secretary

American Wall Investors, Inc.  
a Florida corporation

By   
Cliff Nelson  
its President

and   
Kenneth R. Kreizinger  
its Secretary

## PLAN OF MERGER

Kreico Building Systems, Inc., a Florida corporation and American Wall Investors, Inc., a Florida corporation, hereby adopts the following Plan of Merger pursuant to Section 607.1101, Fla. Stat. (1997)

1. Name of each corporation planning to merge is:  
American Wall Investors, Inc.  
Kreico Building Systems, Inc.
2. Name of surviving corporation is:  
Kreico Building Systems, Inc.
3. Terms and conditions of the merger are: On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.
4. Manner and basis of converting the shares of each corporation is: The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:
  - (a.) Each share of the common stock of American Wall Investors, Inc., issued and outstanding on the effective date of the merger shall be converted into 119 shares of the common stock of Kreico Building Systems, Inc., which shares of common stock of the surviving corporation shall thereupon be issued and outstanding. In the event the above formula results in a fractional share, the number of shares issued by the surviving corporation shall be rounded to the nearest whole number.

(b.) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefor certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which the holder is entitled as provided above.

(c.) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such shareholders. Thereafter, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such stockholder of the certificate for his shares in the surviving corporation.

5. Changes in Articles of Incorporation: The articles of incorporation of the surviving corporation shall continue to be the articles of incorporation following the effective date of the merger.

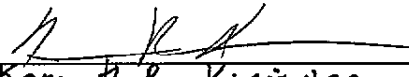
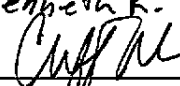
6. Changes in Bylaws: The bylaws of the surviving corporation shall continue to be the bylaws following the effective date of the merger.

7. Directors and Officers: The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation.

8. The effective date of the merger is: March 31, 1997

Adopted at the March 18, 1997  
meeting of Kreico Building  
Systems, Inc.

As the Board of Directors of  
Kreico Building Systems, Inc.,  
a Florida corporation

  
\_\_\_\_\_  
Kenneth R. Kreizinger  
  
\_\_\_\_\_  
Cliff Nelson

As the Board of Directors of  
American Wall Investors, Inc.  
a Florida corporation