

Division of Corporations

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Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

ARCH ALUMINUM & GLASS CO., INC.

Certificate of Status	0
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12-31-04

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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
OF
ARCH ALUMINUM & GLASS CO., INC., a Florida corporation
and
ARCH OHIO, INC., a Florida Corporation

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), ARCH ALUMINUM & GLASS CO., INC. ("ARCH"), a Florida corporation, and ARCH OHIO, INC. ("ARCH OHIO"), a Florida corporation, do hereby adopt the following Articles of Merger:

1. The names of the corporations which are parties to the merger contemplated by these Articles of Merger (the "Merger") are ARCH ALUMINUM & GLASS CO., INC. ("ARCH") and ARCH OHIO, INC. ("ARCH OHIO").

2. ARCH OHIO is hereby merged with and into ARCH and the corporate existence of ARCH OHIO shall cease. ARCH is the surviving corporation in the merger. A copy of the Plan of Merger is attached hereto as Exhibit A and made a part hereof by reference as if fully set forth herein.

3. The Plan of Merger was adopted by the Board of Directors and the sole Shareholder of ARCH by written consent in lieu of holding special meetings dated December 29, 2004, pursuant to Sections 607.0821 and 607.0704 of the Act.

4. The Plan of Merger was adopted by the sole Director and the Sole Shareholder of ARCH OHIO by written consent in lieu of holding special meetings dated December 29, 2004, pursuant to Sections 607.0821 and 607.0704 of the Act.

5. The Merger shall become effective on December 31, 2004 at 11:59 p.m.

The parties have caused these Articles of Merger to be executed on December 29, 2004.

ARCH ALUMINUM & GLASS CO., INC., a
Florida corporation

By: 
Name: Leon J. Silverstein
Title: President

ARCH OHIO, INC., a Florida corporation

By: 
Name: Leon J. Silverstein
Title: President

EFFECTIVE DATE
12-31-04

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EXHIBIT "A"

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER, made this 29th day of December, 2004, by and between Arch Aluminum & Glass Co., Inc., a Florida corporation (hereinafter referred to as "Arch") and Arch Ohio Inc., a Florida corporation (hereinafter referred to as "Arch Ohio") (collectively being hereinafter referred to as the "Companies").

WITNESSETH:

WHEREAS, Arch is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on October 18, 1989;

WHEREAS, 100 shares of the capital stock of Arch are issued to AAG Holdings, Inc. and constitute all of the outstanding shares of Arch;

WHEREAS, Arch Ohio is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on December 10, 2001;

WHEREAS, Arch Ohio is a wholly owned subsidiary of Arch having authorized capital stock consisting of 1,000 shares of Common Stock all of which are issued to Arch;

WHEREAS, the Board of Directors and sole Shareholder of Arch and the sole Director and sole Shareholder of Arch Ohio have this day determined it to be in the best interests of the Companies that they be merged.

NOW, THEREFORE, the parties hereto, in consideration of the mutual covenants and conditions herein contained, and for other good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound, do hereby agree as follows:

1. Merger. Arch Ohio shall be merged with and into Arch on the effective date

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hereinafter set forth, in accordance with the applicable laws of the State of Florida, including without limitation Section 607.1104 of the Florida Business Corporation Act, and on the terms and conditions set forth in this Plan and Agreement of Merger. From and after such effective date, Arch shall be the surviving party (the "Surviving Corporation") and shall continue to do business as a corporation organized and existing under the laws of the State of Florida, unaffected and unimpaired by the merger, with all rights, privileges, immunities and powers, and subject to all the duties and liabilities of a corporation organized and existing under the laws of the State of Florida.

2. Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of Arch in force on the effective date of the merger, shall be the Articles of Incorporation of the Surviving Corporation until altered, amended or repealed.

3. By-Laws of Surviving Corporation. The By-Laws of Arch in force on the effective date of the merger shall be the By-Laws of the Surviving Corporation until altered, amended or repealed.

4. Directors and Officers.

(a) The Directors of Arch shall be the Directors of the Surviving Corporation.

(b) The officers of Arch shall be the officers of the Surviving Corporation.

5. Shares of Constituent Companies.

(a) Each share of capital stock of Arch outstanding on the effective date of the merger shall thereupon, without further action, be and continue to be one (1) share of the capital stock of the Surviving Corporation.

(b) All of the authorized and outstanding shares of the capital stock of Arch Ohio and all rights and respects thereof, shall be cancelled forthwith as of the effective date of the merger.

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All certificates evidencing the outstanding shares of stock of Arch Ohio shall be surrendered and cancelled, without consideration.

6. Effect of Merger. Upon this merger becoming effective:

(a) The separate existence of Arch Ohio shall terminate and Arch shall become the owner, without other transfer or further act or deed, of all of the rights, privileges, powers, property, franchises, estates and interests of every kind of Arch Ohio, as effectually as the property of the Surviving Corporation as they were of Arch Ohio; and Arch shall be subject to all debts and liabilities of Arch Ohio in the same manner as if Arch had itself incurred them; and Arch shall be subject to all of the restrictions, disabilities and duties of Arch Ohio, which shall not revert or be in any way impaired by reason of this merger; and rights of creditors and liens upon any property of any of the Companies shall be preserved unimpaired.

(b) The assets and liabilities of Arch Ohio shall be taken up on the books of Arch in the amounts at which they shall at that time be carried on the books of Arch Ohio.

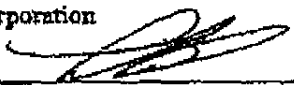
7. Effective Date of Merger. This Plan and Agreement of Merger shall be effective at 11:59 p.m. on December 31, 2004.

[signatures on following page]

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IN WITNESS WHEREOF, the Companies have caused this Plan and Agreement of
Merger to be executed as of the day and year first above written.

ARCH ALUMINUM & GLASS CO., INC.,
a Florida corporation

By: 
Leon J. Silverstein
President

ARCH OHIO, INC.,
a Florida corporation

By: 
Leon J. Silverstein
President

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