

MAY 31 2007 12:27PM

C S C

**L23850**

NO. 125

P. 1

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax and it number (shown below) on the top and bottom of all pages of the document.

(((H07000146040 3)))

*DKS*



H070001460403ABCW

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850)205-0380

From:

Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850)521-1000  
Fax Number : (850)558-1575

**MERGER OR SHARE EXCHANGE**

**ARCH ALUMINUM & GLASS CO., INC.**

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

RECEIVED

07 MAY 31 AM 8:00

DIVISION OF CORPORATIONS

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

07 MAY 31 PM 3:29

FILED

Electronic Filing Menu

Corporate Filing Menu

Help

C. Goulette MAY 31 2007

ARTICLES OF MERGER  
OF  
ARCH ALUMINUM & GLASS CO., INC.,  
a Florida corporation  
and  
TRIDENT CONSOLIDATED INDUSTRIES, INC.,  
a California corporation

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), ARCH ALUMINUM & GLASS CO., INC., a Florida corporation, and TRIDENT CONSOLIDATED INDUSTRIES, INC., a California 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 TRIDENT CONSOLIDATED INDUSTRIES, INC. ("TRIDENT").
2. TRIDENT is hereby merged with and into ARCH and the corporate existence of TRIDENT 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 a special meeting dated May 30, 2007, pursuant to Sections 607.0821 and 607.0704 of the Act.
4. The Plan of Merger was adopted by the Board of Directors and the Sole Shareholder of TRIDENT CONSOLIDATED INDUSTRIES, INC. by written consent in lieu of a special meeting dated May 30, 2007, pursuant to Section 603 of the California Corporations Code.

FILED  
07 MAY 31 PM 3:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5. The Merger shall become effective on May 31, 2007 at 11:59 p.m.

The parties have caused these Articles of Merger to be executed on May 30, 2007.

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

By: Mark C. Kuchner  
Name: Mark Kuchner  
Title: Vice President

TRIDENT CONSOLIDATED INDUSTRIES,  
INC., a California corporation

By: Mark C. Kuchner  
Name: Mark Kuchner  
Title: Vice President

EXHIBIT "A"

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER, made this 30<sup>th</sup> day of May, 2007 by and between Arch Aluminum & Glass Co., Inc., a Florida corporation (hereinafter referred to as "Arch") and Trident Consolidated Industries, Inc., a California corporation (hereinafter referred to as "Trident") (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, Trident is a corporation duly organized and existing under the laws of the State of California, having been incorporated on January 24, 1966;

WHEREAS, Trident is a wholly owned subsidiary of Arch having authorized capital stock consisting of 80 shares of Common Stock all of which are issued to Arch;

WHEREAS, the Board of Directors and sole Shareholder of Arch and the Board of Directors and sole Shareholder of Trident 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. Trident shall be merged with and into Arch on the effective date, as hereinafter defined, 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, as hereinafter defined, 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, as hereinafter defined, 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, as hereinafter defined, 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, as hereinafter defined, 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 Trident and all rights and respects thereof, shall be cancelled forthwith as of the effective date of the merger, as

hereinafter defined. All certificates evidencing the outstanding shares of stock of Trident shall be surrendered and cancelled, without consideration.

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

(a) The separate existence of Trident 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 Trident, as effectually as the property of the Surviving Corporation as they were of Trident; and Arch shall be subject to all debts and liabilities of Trident 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 Trident, 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 Trident 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 Trident.

7. Effective Time and Date of Merger. This Plan and Agreement of Merger shall be effective at 11:59 p.m. on May 31, 2007.

[signatures on following page]

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: Mark Kuchenrither  
Mark Kuchenrither  
Vice President

TRIDENT CONSOLIDATED INDUSTRIES, INC.,  
a California corporation

By: Mark Kuchenrither  
Mark Kuchenrither  
Vice President