

Michael Hric, P.A.
Attorney at Law

2801 Fruitville Road, Suite 100
Sarasota, Florida 34237-5301

Reply to:
Post Office Box 49823
Sarasota, Florida 34230-6823

Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

December 15, 1997

EFFECTIVE DATE
12/30/97

Telephone (941) 954-1359
Fax (941) 953-2501

900002374509--5
-12/17/97--01035--009
*****87.50 *****87.50

RE: Whalen Glass, Inc./Whalen's Building Components, Inc.

Ladies/Gentlemen:

900002374509--5
-12/17/97--01035--010
*****35.00 *****35.00

Enclosed please find the application for reinstatement prepared for Whalen Glass, Inc., a Florida corporation, along with the filing are the reinstatement fees in the amount of \$1,245.00 made payable to the Florida Department of State. Please reinstate this corporate entity on or before December 30, 1997.

Enclosed please find the original and one (1) copy of the executed Articles of Merger for the above-named entity for filing with your office. We desire that this merger be filed and effective on December 30, 1997. We have enclosed our check in the amount of One Hundred Twenty-Two and 50/100 Dollars (\$122.50) to cover the following fees:

Filing Articles of Merger:	\$ 70.00
Certified Copy Articles of Merger:	52.50
	<hr/>
	\$122.50

Kindly forward to the undersigned the certified copy of the Articles of Merger, as filed, at your earliest convenience.

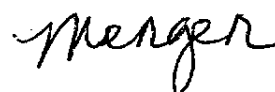
Should you have any questions, please feel free to contact our office. Thank you for your assistance in this matter.

Very truly yours,


MICHAEL HRIC

VS DEC 22 1997

MH:mdh
Enclosures



L84339

ARTICLES OF MERGER
Merger Sheet

MERGING:

WHALEN'S GLASS, INC., a Florida corporation, M67168

INTO

WHALEN'S BUILDING COMPONENTS, INC., a Florida corporation, L84339

File date: December 17, 1997, effective December 30, 1997

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER

Pursuant to Section 607.1105 of the Florida Business Corporation Act, Whalen's Glass, Inc., a corporation organized and existing under the laws of the State of Florida (hereinafter referred to as "Glass") and Whalen's Building Components, Inc., a corporation organized and existing under the laws of the State of Florida (hereinafter referred to as "Whalen's"), both hereby adopt the following Agreement and Plan of Merger for the express purpose of the merger of Glass and Whalen's with Whalen's to survive the merger contemplated herein.

ARTICLE I

The Agreement and Plan of Merger dated the 1st day of December, 1997, by and between Glass and Whalen's, duly executed by the President and Secretary of each Corporation, was unanimously adopted by the Board of Directors and unanimously consented to and approved by the Shareholders of Glass on December 1, 1997 and Whalen's on December 1, 1997.

ARTICLE II

The Articles of Incorporation of Whalen's, as previously filed with the Department of State for the State of Florida, shall continue in full force and effect as so filed and shall not be changed, modified or amended in any manner due to the merger in contemplated herein.

ARTICLE III

The Agreement and Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth herein.

ARTICLE IV

Pursuant to Section 607.1105(1)(b) of the Florida Business Corporation Act, the effective date and time of the Merger shall be December 30, 1997.

ARTICLE V

Pursuant to the Agreement and Plan of Merger, each issued and outstanding share of Glass will be converted into and become one full share of common stock of Whalen's (there are no fractional shares involved in this transaction).

SIGNATURES ON FOLLOWING PAGE

FILED

97 DEC 17 PM 12:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12/30/97

IN WITNESS WHEREOF, the parties to these Article of Merger have caused them to be duly executed by their respective authorized officers.

ATTEST:

By: *Penny Whalen*
As Secretary

Whalen's Glass, Inc., a Florida Corporation

By: *Gary D. Whalen*
As President

ATTEST:

By: *Penny Whalen*
As Secretary

Whalen's Building Components, Inc.,
a Florida Corporation

By: *Gary D. Whalen*
As President

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 10th day of December, 1997, by GARY WHALEN as President of Whalen's Glass, Inc., a Florida corporation, and by GARY WHALEN as President of Whalen's Building Components, Inc., a Florida Corporation, each of whom are personally known or produced for valid identification.



JOHN R. FLANAGAN
My Commission CC454794
Expires Apr. 25, 1999

John R. Flanagan
Notary Public
Name Printed: John R. Flanagan
Commission No: CC 454794
My commission Expires: 4/25/99

AGREEMENT AND PLAN OF REORGANIZATION

THIS AGREEMENT AND PLAN OF REORGANIZATION made this ____ day of _____, 19__ by and between Whalen's Glass, Inc., a corporation organized under the laws of the State of Florida, (hereinafter referred to as "Glass") and Whalen's Building Components, Inc., a corporation organized under the laws of the State of Florida, (hereinafter referred to as "Whalen's").

W I T N E S S E T H :

WHEREAS, Whalen's is authorized to issue ten thousand (10,000) shares of common stock, each having a par value of \$0.001, and

WHEREAS, Glass is authorized to issue ten thousand (10,000) shares of common stock, each having a par value of \$0.001 of which One Hundred (100) shares are issued and outstanding, and

WHEREAS, the Board of Directors of each Corporation respectively, deem it advisable and generally to the welfare of each Corporation and their respective Shareholders that Glass merge into Whalen's under the terms and conditions hereinafter set forth, such merger to be effected pursuant to the Florida Business Act and the corporate law as now existing and in force in the State of Florida.

NOW, THEREFORE, in consideration of the premises and mutual agreements, provisions, representations, covenants and other provisions hereinafter contained, it is agreed by and between the parties hereto as follows:

1. Reorganization. Whalen's Glass, Inc. shall be and it hereby is merged into Whalen's Building Components, Inc. Hereinafter, the reorganization shall be referred to as the "merger."
2. Surviving Corporation. Whalen's shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Florida. The separate existence of Glass shall cease on the Effective Date of merger except as may be required to be continued by law or in order to carry out the purposes of this Agreement.
3. Authorized Capital. The authorized capital stock of Whalen's following the Effective Date, as provided in its Articles of Incorporation, shall be ten thousand (10,000) shares of common stock, each having a par value of \$0.001
4. Certificate of Articles. The purpose, the registered agent, the address of the registered office, number of Directors and the capital stock of Whalen's shall be as appears in the Articles of Incorporation as on file with the office of the Secretary of State of the State of Florida on the date of this Agreement until the

same shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Articles of Incorporation herein upon any Shareholder or Director or officer of or upon any other person whomsoever are subject to this reserve power. The terms and provisions of the Articles of Incorporation are incorporated in this Agreement.

5. Bylaws. The Bylaws of Glass at the effective time of the merger shall be the Bylaws of the surviving corporation, unless and until the same shall be amended or repealed in accordance with the provisions thereof.

6. Board of Directors. The members of the Board of Directors and the officers of Whalen's on the Effective Date of the merger shall be those persons who were members of the Board of Directors and officers, respectively, of Whalen's immediately prior to said Merger Date, and such persons shall serve in such offices, respectively, for the terms provided by law or in the Bylaws, or until their respective successors are elected and qualified. If, on the Effective Date of the merger, any vacancy exists on the Board of Directors of Whalen's, that vacancy may be filled in the manner provided in the Bylaws of the surviving corporation.

7. Manner of Conversion. At the effective time of the merger, and without any action on the part of any holder thereof, each full share of Common Stock of Glass, exclusive of shares held in treasury, if any, shall be converted into and become one full share of Common Stock, exclusive of fractional shares held in the treasury, of Whalen's and each fractional share of Common Stock of Glass shall be converted into and become an equivalent fractional share of Common Stock of Whalen's.

8. Rights of Shareholders. On and after the Effective Date of merger, each holder of a certificate or certificates which theretofore represented shares of Common Stock of Glass to have any rights as a Shareholder of Glass except such as expressly reserved to such Shareholders by statute, and each outstanding certificate which theretofore represented share of Common Stock of Glass shall, for all purposes, represent an equal number of shares of Common Stock of Whalen's. On and after the Effective Date of merger, any holder of a certificate or certificates which theretofore represented shares of Common Stock of Glass may, but shall not be required to, surrender the same to the Transfer Agent of Whalen's and shall thereupon be entitled to receive, in exchange therefor, a certificate or certificates representing the number of share of Common Stock of Whalen's into which the shares of Common Stock of Glass theretofore represented by such certificate or certificates shall have been converted.

9. Right and Liabilities of Surviving Corporation. At and after the effective time of the merger, Whalen's shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers and franchises, both public and private, and all of the property, real, personal and mixed, of each of the Corporation; all debts due to either of said Corporations, on whatever account, shall be vested in Whalen's as they were of the respective Corporations; all rights of creditors and all liens upon any property of either of said Corporation shall be preserved unimpaired, limited in lien to the property affected by such lien at the effective time of the merger; and all debts, liabilities and duties of the respective corporations shall thenceforth attach to Whalen's and may be enforced against it to the extent as if such debts, liabilities and duties have been incurred or contracted by it; and Whalen's shall indemnify and hold harmless the officers and Directors of each of the corporations against all such debts, liabilities and duties and against all claims and demands arising out of the merger.

10. Further Assurance of Title. As and when requested by Whalen's or by its successors or assigns, Glass will execute and deliver or cause to be executed and delivered all such deeds and instruments and will take, or cause to be taken, all such further actions as Whalen's may deem necessary or desirable in order to vest in and confirm to Whalen's title to the possessions of any property of either of said Corporations acquired by reason or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof, and the officers and Directors of Glass and the officers and Directors of Whalen's are fully authorized in the name of Glass or otherwise to take any and all such action. As and when requested by the present Shareholders of Whalen's, the Board of Directors and officers of Glass, in the name of and on behalf of Glass agree to take such action or execute and delivery such documents or instruments to the Shareholder of Whalen's as said Shareholders may deem necessary or appropriate to carry out and effect this Agreement and Plan of Reorganization.

11. Director/Shareholder Approvals. This agreement has been submitted to the Directors and Shareholders at Whalen's for their consent and approval in accordance with the Florida Business Corporation Act on November 11, 1996 and was approved and adopted. This Agreement has been submitted to the Directors and Shareholders of Glass for their consent and approval in accordance with corporate law now existing and in force in the State of Florida on November 11, 1996 and was approved and adopted. The fact that this Agreement has been adopted and approved as above provided shall be certified by the respective corporate secretaries and this Agreement and appropriate Articles of Merger shall be signed, acknowledged and filed pursuant to the laws of the State of Florida.

12. Effective Date and Time of Merger. The merger of Glass to Whalen's shall become effective on ~~January XXXXXXXX, 1997~~ December 30, 1997.

13. Plan of Reorganization. This Agreement and Plan or Reorganization constitutes a Plan or Reorganization to be carried out in the manner, and on the terms, and subject to the conditions set forth herein, and is intended by the parties to qualify as a reorganization described in an contemplated by Section 368(a)(1)(A) of the Internal Revenue Code of 1986.

14. Termination. This Agreement and Plan or Reorganization may be terminated and abandoned by action of the Board of Directors of Glass or Whalen's at any time prior to the Effective Date, whether before or after approval by the Shareholders of the two corporate parties hereto.

15. Entire Agreement. This Agreement embodied the entire agreement between the parties hereto. There have been and are not agreement, covenants, representations or warranties between the parties other than those expressly state or expressly proved for in this Agreement.

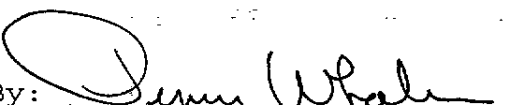
16. Successors. This Agreement shall inure to the benefit of and be binding upon Glass and Whalen's and their respective successors and assigns; nothing in this Agreement, expressed or implied, is intended to confer upon any other person any right or remedy upon or by reason of this Agreement.

17. Subsidiaries. Each corporation a party hereto represents and warrants to the other that it has no subsidiary of any kind or nature.

18. Law. This Agreement and Plan or Reorganization shall be interpreted in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, each of the corporate parties hereto, pursuant to authority duly granted by the Board of Directors has caused this Agreement and Plan or Reorganization to be executed by the President and Secretary of each respective party and its corporate seal to be hereunto affixed.

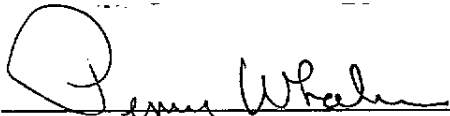
Corporation
ATTEST: WHALEN'S GLASS, INC., a Florida


By: 
As Secretary

BY: 
As President

WHALEN'S BUILDING COMPONENTS, INC.
A Florida Corporation

ATTEST:

By: 
As Secretary

BY: 
As President

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, Gary Whalen, as President of Whalen's Glass, Inc. to me well known to be the person described in and who executed the foregoing Bill of Sale, and acknowledged before me that he executed the same freely and voluntarily and for the purpose therein expressed.

WITNESS my hand and official seal at Sarasota County, State of Florida, this
10th day of December, 1997

John R. Flanagan
NOTARY PUBLIC



JOHN R. FLANAGAN
My Commission CC454794
Expires Apr. 25, 1999

John R. Flanagan
(Name of Notary printed, typed or
stamped)
My Commission Expires: 4/25/99
Commission Number: CC 454794