

CT CORPORATION SYSTEM

CORPORATION(S) NAME

*Mb1000001161*

Southern Metal Products, LLC

merging: All Broward Hurricane Panel, Inc.

000004323860--9

05/25/01 01066-015

\*\*\*120.00 \*\*\*120.00

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
2		
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

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TALLAHASSEE, FLORIDA

Name  
Availability  
Document  
Examiner  
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Verifier  
W.P. Verifier

5/25/01

Order#: 4454635

Ref#:

Amount: \$

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

ALL BROWARD HURRICANE PANEL, INC., a Florida entity, V32447

INTO

**SOUTHERN METAL PRODUCTS, LLC**, a Delaware entity, M01000001161

File date: May 25, 2001

Corporate Specialist: Shawn Logan

**ARTICLES OF MERGER  
OF  
ALL BROWARD HURRICANE PANEL, INC.,  
a Florida Corporation  
WITH AND INTO  
SOUTHERN METAL PRODUCTS, LLC  
a Delaware Limited Liability Company**

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction and entity type for each merging party as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. All Broward Hurricane Panel, Inc. 1401 E. Broward Blvd., Suite 206 Ft. Lauderdale, FL 33301 Florida Document/Registration Number <u>V32447</u>	Florida	Corporation
2. Southern Metal Products, LLC 450 West McNab Ft. Lauderdale, FL 33309 Florida Document/Registration Number: <u>Mo/000001161</u>	Delaware	Limited Liability Company
		FEI Number <u>65-0333689</u>
		FEI Number <u>65-1105311</u>

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Southern Metal Products, LLC 450 West McNab Ft. Lauderdale, FL 33309 Florida Document/Registration Number: <u>Mo/000001161</u>	Delaware	Limited Liability Company
		FEI Number <u>65-1105311</u>

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the State of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the State of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

**NINTH:** The merger shall become effective as of: The date the Articles of Merger are filed with Florida Department of State.

**TENTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

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**ELEVENTH:**

**ALL BROWARD HURRICANE  
PANEL, INC.**

By: 

Name: LeRay A. Peterson

Title: President

**SOUTHERN METAL PRODUCTS,  
LLC**

By: 

Name: MARKUS ISENEICH

Title: Manager

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TALLAHASSEE, FLORIDA

**PLAN OF MERGER  
OF  
ALL BROWARD HURRICANE PANEL, INC.,  
a Florida Corporation  
WITH AND INTO  
SOUTHERN METAL PRODUCTS, LLC  
a Delaware Limited Liability Company**

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
All Broward Hurricane Panel, Inc.	Florida
Southern Metal Products, LLC	Delaware

**SECOND:** The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Southern Metal Products, LLC	Delaware

**THIRD:** The terms and conditions of the merger are as follows:

1. All Broward Hurricane Panel, Inc. is to be merged with and into Southern Metal Products, LLC upon the terms and conditions hereof and in accordance with Delaware Limited Liability Law and Florida Business Corporation Act. Following the merger, Southern Metal Products, LLC shall continue as the surviving entity and the separate corporate existence of All Broward Hurricane Panel, Inc. shall cease to exist.
2. Following the merger, Southern Metal Products, LLC shall continue as the surviving entity. The Articles of Organization and Operating Agreement of Southern Metal Products, LLC as in effect at the time of the merger shall be the Articles of Organization and Operating Agreement of Southern Metal Products, LLC.

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**ALLAHASSEE, FLORIDA**

3. The managers and officers of Southern Metal Products, LLC, at the time of the merger, shall be the managers and officers of the surviving entity following the merger.
4. The Plan of Merger was approved by the Board of Directors and Sole Stockholder of All Broward Hurricane Panel, Inc. in accordance with the applicable chapters 607 and 608, Florida Statutes.
5. The Plan of Merger was approved by the managers and members of Southern Metal Products, LLC in accordance with the Delaware Limited Liability Company Act.
6. Southern Metal Products, LLC, a Delaware limited liability company, the surviving entity agrees to pay the dissenting shareholders of All Broward Hurricane Panel, Inc. the amount, if any, to which they are entitled under section(s) 607.1302, 620.205 and/or 608.4384, Florida Statutes.
7. At the effective time the outstanding shares of All Broward Hurricane Panel, Inc. will be cancelled as a result of the merger, the surviving entity's membership interests will continue without modification as a result of the merger.

**FOURTH:** The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Each share of outstanding stock of All Broward Hurricane Panel, Inc. will be converted to a right to receive cash or other negotiable instrument as agreed to by the parties.

**FIFTH:** If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

A. Names and addresses of the managers are:

Name	Addresses:
Markus T. Isenrich	450 West McNab, Fort Lauderdale, Florida 33309
James E. Kelley	450 West McNab, Fort Lauderdale, Florida 33309
Paula J. Weed	450 West McNab, Fort Lauderdale, Florida 33309

B. The principal office of Southern Metal Products, LLC, in its state of formation is 1209 Orange Street, Wilmington, Delaware 19801.

C. Southern Metal Products, LLC hereby appoints the Secretary of State as its agent for service of process in a proceeding to enforce any obligation on the rights of dissenting shareholders of each domestic corporation that is a party to a merger.

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