M06000005501

600106966276

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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ACCOUNT NO. : 072100000032

REFERENCE : 368808 4806334

AUTHORIZATION :

COST LIMIT : $ ~~60.00~~ 70.00

ORDER DATE : December 19, 2007

ORDER TIME : 1:32 PM

ORDER NO. : 368808-010

CUSTOMER NO: 4806334

ARTICLES OF MERGER

ROSEN BUILDING SUPPLIES, INC.

INTO

THE CONTRACTOR YARD, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Cindy Harris 2937

EXAMINER'S INITIALS: ________

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
FOR
FLORIDA PROFIT CORPORATION

The following Articles of Merger are submitted to merge the following Florida Profit Corporation into a Delaware Limited Liability Company in accordance with s. 607.1109 of the Flórida Statutes.

First: The exact name, form/entity type and jurisdiction for each **merging** party are as follows:

Name:	Jurisdiction:		Form/Entity Type:
Rosen Building Supplies, Inc.	Florida	P96000032986	Corporation
The Contractor Yard, LLC	Delaware	M06000005501	Limited Liability Company

Second: The exact name, form/entity type and jurisdiction of the **surviving** party is follows:

Name:	Jurisdiction:	Form/Entity Type:
The Contractor Yard, LLC	Delaware	Limited Liability Company

Third: The attached plan of merger was approved the domestic corporation and the foreign limited liability company that is party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617 and/or 620 of the Florida Statutes.

Fourth: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

Fifth: The effective date of the merger is December 19, 2007.

Sixth: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

Name:

The Contractor Yard, LLC

900 West Trade Street, Suite 715

Charlotte, North Carolina 28202

Seventh: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

Eighth: N/A

[signatures to follow]

Ninth. Signatures For Each Party:

Name of Entity/Organization:	Signature:	Typed or Printed Name of Individual & Title:
Rosen Building Supplies, Inc.		Steven M. Diniaco, Chief Financial Officer
The Contractor Yard, LLC		Paul W. Hylbert, Chief Executive Officer

Ninth. Signatures For Each Party:

Name of Entity/Organization:	Signature:	Typed or Printed Name of Individual & Title:
Rosen Building Supplies, Inc.	______________________	Steven M. Diniaco, Chief Financial Officer
The Contractor Yard, LLC	______________________	Paul W. Hylbert, Chief Executive Officer

PLAN OF MERGER

First. The exact name, form/entity type and jurisdiction for each **merging** party are as follows:

Name:	Jurisdiction:	Form/Entity Type:
Rosen Building Supplies, Inc.	Florida	Corporation
The Contractor Yard, LLC	Delaware	Limited Liability Company

Second. The exact name, form/entity type and jurisdiction of the **surviving** party is follows:

Name:	Jurisdiction:	Form/Entity Type:
The Contractor Yard, LLC	Delaware	Limited Liability Company

Third. The terms and conditions of the merger are as follows:

Rosen Building Supplies, Inc., a Florida corporation (the "Subsidiary"), shall be merged with and into The Contractor Yard, LLC, a Delaware limited liability company (the "Company" or the "Surviving Limited Liability Company") on December 14, 2007. At this time and on this date, the separate corporate existence of the Subsidiary shall cease and the Company shall continue as the surviving limited liability company (the "Surviving Limited Liability Company").

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 case or other property is as follows:

The Surviving Limited Liability Company owns 100% of the outstanding shares of the Subsidiary. No share conversion is necessary.

Fifth. N/A

Sixth. If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

Name:

Paul W. Hylbert

900 West Trade Street, Suite 715

Charlotte, NC 28202

Seventh. N/A

Eighth. N/A