

FROM HOLLAND & KNIGHT TAMPA

(TUE 10/10/00 9:49:18 AM NO. 2261368426 P 1)

P000000090280

Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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Att: Karen Gibson
From: Kathleen Wheeler
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TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

PREMDOR MERGER CORP.

1) corp. merging out
is F93000000791
2) The name changes,
please note Article II.

Certificate of Status	0
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ARTICLES OF MERGER
Merger Sheet

MERGING:

PREMDOR CORPORATION, a Michigan corporation qualified in Florida,
document number F93000000791

INTO

PREMDOR MERGER CORP. which changed its name to

PREMDOR CORPORATION, a Florida entity, P00000090280

File date: October 6, 2000

Corporate Specialist: Karen Gibson

FROM HOLLAND & KNIGHT TAMPA

(TUE) 10.10'00 9:19/ST. 9:18/NO. 4261068426 P 2



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 9, 2000

PREMDOR MERGER CORP.
ONE NORTH DALE MARRY HWY.
SUITE 940
TAMPA, FL 33609

SUBJECT: PREMDOR MERGER CORP.
REF: P00000090280

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please accept our apology for failing to mention this in our previous letter.

PLEASE LABEL THE PLAN OF MERGER "EXHIBIT A".

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H00000053007
Letter Number: 600A00053333

FROM HOLLAND & KNIGHT TAMPA

(MON) 10. 9' 00 10:11/ST. 10:10/NO. 4261068417 P 2



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 6, 2000

PREMDOR MERGER CORP.
ONE NORTH DALE MABRY HWY.
SUITE 940
TAMPA, FL 33609

SUBJECT: PREMDOR MERGER CORP.
REF: P00000090280

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Because of the wording of #7 (PLAN) an attachment must be enclosed naming the officers and directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H00000053007
Letter Number: 600A00053142

FROM HOLLAND & KNIGHT TAMPA

(TUE) 10.10'00 9:19 AM ST. 9:18 PM NO. 4261068426 P 3

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ARTICLES OF MERGER BETWEEN
PREMDOR CORPORATION
AND
PREMDOR MERGER CORP.

FILED
OCT - 6 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1104 and 607.1105 of the Florida Business Corporation Act and Sections 470.1735 and 450.1711 of the Michigan Business Corporation Act, Premdor Merger Corp., a Florida corporation ("Survivor") and Premdor Corporation, a Michigan corporation ("Merging Corporation"), hereby adopt the following Articles of Merger for the purpose of effecting the merger of the Merging Corporation into its subsidiary, the Survivor, which will be the surviving corporation (the "Merger").

ARTICLE I

The Agreement and Plan of Merger effecting the Merger of the Merging Corporation with and into the Survivor is attached hereto and made a part of these Articles of Merger as Exhibit "A".

ARTICLE II

The name of the surviving corporation is Premdor Merger Corp. which, pursuant to the Agreement and Plan of Merger, will change its name from and after the effective date, as hereinafter provided, to Premdor Corporation.

ARTICLE III

The effective date of the Merger shall be upon the later of the filing of these Articles of Merger with the Secretary of State of Florida or the filing of a Certificate of Merger with the Secretary of State of Michigan in connection with the Merger.

ARTICLE IV

The Agreement and Plan of Merger was adopted by the unanimous written consent of the Board of Directors of Merging Corporation effective as of September 21, 2000. Pursuant to Section 607.1104 of the Florida Business Corporation Act, approval of the shareholders of the Survivor and of the Merging Corporation was not required.

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FROM HOLLAND & KNIGHT TAMPA

(TUE)10.10'00 9:20/ST. 9:18/NO. 4261068426 P 4

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IN WITNESS WHEREOF, the undersigned has executed this document as of the
29th day of September, 2000.

PREMDOR MERGER CORP., a Florida corporation

By: Robert Tabbering

Title: Treasurer

PREMDOR CORPORATION, a Michigan
corporation

By: Heidi Oster

Title: SECRETARY

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EXHIBIT A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, effective as of September 29, 2000 (the "Agreement"), is entered into between Premdor Merger Corp., a Florida corporation ("Premdor-Florida"), and Premdor Corporation, a Michigan corporation ("Premdor-Michigan").

BACKGROUND

Premdor-Michigan has aggregate authorized capital stock of 250 shares of common stock, par value \$100.00 per share (the "Premdor-Michigan Common Stock"), of which, as of the date of this Agreement, 250 shares were issued and outstanding.

Premdor-Florida has aggregate authorized capital stock of 10,000 shares of common stock, par value of \$.01 per share (the "Premdor-Florida Common Stock"), of which, as of the date of this agreement, 100 shares were issued and outstanding, all of which are held by Premdor-Michigan.

The respective Boards of Directors of Premdor-Florida and Premdor-Michigan believe that the best interests of Premdor-Florida and Premdor-Michigan and their respective stockholders will be served by the merger of Premdor-Michigan with and into Premdor-Florida under and pursuant to the provisions of this Agreement and the Michigan Business Corporation Act and the Florida Business Corporation Act in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

AGREEMENT

In consideration of the mutual agreements contained in this Agreement, the parties hereto agree as set forth below.

1. Merger. Premdor-Michigan shall be merged with and into Premdor-Florida (the "Merger").
2. Effective Date. The Merger shall become effective immediately upon the later of the filing of a certificate of merger with the Secretary of State of Michigan in accordance with the Michigan Business Corporation Act and the filing of articles of merger with the Secretary of State of Florida in accordance with the Florida Business Corporation Act. The time of such effectiveness is hereinafter called the "Effective Date."
3. Surviving Corporation. Premdor-Florida shall be the surviving corporation of the Merger and shall continue to be governed by the laws of the State of Florida. On the Effective Date, the separate corporate existence of Premdor-Michigan shall cease.
4. Name of Surviving Corporation. On the Effective Date, the Articles of Incorporation of Premdor-Florida shall be amended to change the name of Premdor-Florida to "Premdor Corporation".
5. Articles of Incorporation. The Articles of Incorporation of Premdor-Florida as it exists on the Effective Date shall be the Articles of Incorporation of Premdor-Florida following the Effective Date, unless and until the same shall thereafter be amended or repealed in accordance with the laws of the State of Florida.

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6. Bylaws. The Bylaws of Premdor-Florida as they exist on the Effective Date shall be the Bylaws of Premdor-Florida following the Effective Date, unless and until the same shall be amended or repealed in accordance with the provisions thereof and the laws of the State of Florida.

7. Board of Directors and Officers. The members of the Board of Directors and the officers of Premdor-Michigan immediately before the Effective Date shall be the members of the Board of Directors and the officers, respectively, of Premdor-Florida following the Effective Date, and such persons shall serve in such offices for the terms provided by law or in the Bylaws, or until their respective successors are elected and qualified. The members of the Board of Directors and the officers are on the Attachment hereto.

8. Retirement of Outstanding Premdor-Florida Stock. On the Effective Date, each of the 100 shares of the Premdor-Florida Common Stock presently issued and outstanding shall be retired, and no shares of Premdor-Florida Common Stock or other securities of Premdor-Florida shall be issued in respect thereof.

9. Conversion of Outstanding Premdor-Michigan Stock. On the Effective Date, each issued and outstanding share of Premdor-Michigan Common Stock and all rights in respect thereof shall be converted into one fully-paid and nonassessable share of Premdor-Florida Common Stock. After the Effective Date, the holder of the outstanding certificate(s) representing shares of Premdor-Michigan capital stock shall surrender the same to Premdor-Florida's registrar and transfer agent for cancellation, and shall be entitled to receive in exchange therefore a certificate evidencing the ownership of the same number of shares of Premdor-Florida capital stock as are represented by the Premdor-Michigan certificate(s) surrendered to Premdor-Florida's registrar and transfer agent.

10. Rights and Liabilities of Premdor-Florida. At and after the Effective Date, and all in the manner of and as more fully set forth in the Florida Business Corporation Act and the Michigan Business Corporation Act, the title to all real estate and other property, or any interest therein, owned by each of Premdor-Michigan and Premdor-Florida shall be vested in Premdor-Florida without reversion or impairment; Premdor-Florida shall succeed to and possess, without further act or deed, all estates, rights, privileges, powers, and franchises, both public and private, and all of the property, real, personal and mixed, of each of Premdor-Michigan and Premdor-Florida without reversion or impairment; Premdor-Florida shall thenceforth be responsible and liable for all the liabilities and obligations of each of Premdor-Michigan and Premdor-Florida; any claim existing or action or proceeding pending by or against Premdor-Michigan or Premdor-Florida may be continued as if the Merger did not occur or Premdor-Florida may be substituted for Premdor-Michigan in the proceeding; neither the rights of creditors nor any liens upon the property of Premdor-Michigan or Premdor-Florida shall be impaired by the Merger; and Premdor-Florida shall indemnify and hold harmless the officers and directors of each of the parties hereto against all such debts, liabilities and duties and against all claims and demands arising out of the Merger.

11. Termination. This Agreement may be terminated and abandoned by action of the respective Boards of Directors of Premdor-Michigan and Premdor-Florida at any time before the Effective Date, whether before or after approval by the shareholder of either or both of the parties hereto.

12. Amendment. The Boards of Directors of the parties hereto may amend this Agreement at any time before the Effective Date; provided that an amendment made subsequent to the approval of this Agreement by the shareholders of either of the parties hereto shall not: (a) alter or change the number or kind of shares to be received in exchange for or on conversion of all or any of the shares of the parties hereto, (b) change any term of the Articles of Incorporation of Premdor-Florida (except the change of the name to "Premdor Corporation"), or

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(c) change any other terms or conditions of this Agreement if such change would adversely affect the holders of any capital stock of either party hereto.

13. Conditions. The obligations of the parties to consummate the Merger are subject to the satisfaction of the following conditions: (i) no action, suit, or proceeding shall be pending before any court or quasi-judicial or administrative agency of any federal, state, or foreign jurisdiction or before any arbitrator wherein an unfavorable injunction, judgment, order, decree, ruling, or charge would (a) prevent consummation of the Merger, (b) cause the Merger to be rescinded following consummation, or (c) adversely affect the business, assets, properties, operations (financial or otherwise), or prospects of Premdor-Florida as a result of the Merger (and no such injunction, judgment, order, decree, ruling, or charge shall be in effect); and (ii) the parties shall have received all consents of third parties that have agreements with Premdor-Michigan and whose consent is required for the assumption of such agreements by Premdor-Florida, where the failure to obtain such consents would have a material adverse effect on the business or operations of Premdor-Michigan or Premdor-Florida.

14. Governing Law. This Agreement shall in all respects be construed, interpreted, and enforced in accordance with and governed by the laws of the State of Florida.

IN WITNESS WHEREOF, each of the parties hereto has caused this Plan and Agreement of Merger to be executed as of the date first written above.

PREMDOR MERGER CORP., a Florida corporation

By: Robert Tablery
Title: Treasurer
Date: Sept 29, 2000

PREMDOR CORPORATION, a Michigan corporation

By: [Signature]
Title: SECRETARY
Date: Sept 29, 2000

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FROM HOLLAND & KNIGHT TAMPA

(TUE) 10.10'00 9:21/ST. 9:18/NO. 4261068426 P 8

**PREMDOR CORPORATION
OFFICERS AND DIRECTORS**
attachment to the Merger

**DIRECTOR/
CHAIRMAN:**

Philip S. Orsino
1600 Britannia Rd. E.
Mississauga, Ont L4W1J2

VICE PRESIDENT:

Steven MacIsaac
1 North Dale Mabry, Ste. 940
Tampa, FL 33609

**VICE PRESIDENT/
SECRETARY:**

Harley Ulster
1600 Britannia Rd. E.
Mississauga, Ont L4W1J2

**VICE PRESIDENT/
TREASURER:**

Robert V. Tubbesing
1600 Britannia Rd. E.
Mississauga, Ont L4W1J2

**EXECUTIVE VICE PRESIDENT
OF OPERATIONS:**

Ted Wamsley
1 North Dale Mabry, Ste. 940
Tampa, FL 33609

**VICE PRESIDENT
OF SALES**

Ralph Martino
1 North Dale Mabry, Ste. 940
Tampa, FL 33609

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