

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

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

((H00000056546 5)))

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) 922-4000

From: Account Name : HOLLAND & KNIGHT
Account Number : 072100000016
Phone : (813) 227-8600
Fax Number : (813) 229-0134

Please note
effective date
is Friday 10/27

FILED
00 OCT 26 PM 3:14
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

EFFECTIVE DATE

10-27-00

MERGER OR SHARE EXCHANGE

PREMDOR CORPORATION

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$288.75

+1

Electronic Filing Menu

Corporate Filing

Public Access Help

10/27/00
11:11
Mesa

ARTICLES OF MERGER
Merger Sheet

MERGING:

ENTERGY ENERGY SYSTEMS, INC., a Florida corporation, #P94000062450

PSD, INC., a Florida corporation, #P97000044302

DOOR FABRICATION SERVICES, INC., a Florida corporation #P98000013783

ATLANTIC DOOR FABRICATION SERVICES, INC., a Florida corporation
#P00000018741

DELTA DOOR CO., INC., a California corporation not qualified in Florida

MOHAWK FLUSH DOORS, INC., a Delaware corporation, not qualified in Florida

CASTLEGATE, INC., a Delaware corporation, not qualified in Florida

INTO

PREMDOR CORPORATION, a Florida entity, P00000090280

File date: October 26, 2000, effective October 27, 2000

Corporate Specialist: Karen Gibson



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 27, 2000

PREMDOR CORPORATION
ONE NORTH DALE MABRY HWY.
SUITE 940
TAMPA, FL 33609SUBJECT: PREMDOR CORPORATION
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 LABEL THE PLAN OF MERGER "EXHIBIT A" AS STATED IN ARTICLE 1 OF THE ARTICLES OF MERGER.

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 SpecialistFAX Aud. #: H00000056546
Letter Number: 000A00056110

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

**ARTICLES OF MERGER
BETWEEN
ENTERGY ENTRY SYSTEMS, INC.,
PSD, INC.,
DOOR FABRICATION SERVICES, INC.,
ATLANTIC DOOR FABRICATION SERVICES, INC.,
DELTA DOOR CO., INC.,
MOHAWK FLUSH DOORS, INC.,
CASTLEGATE, INC.
AND
PREMDOR CORPORATION**

EFFECTIVE DATE
10-27-00

FILED
00 OCT 26 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, PREMDOR CORPORATION, a Florida corporation (the "Surviving Corporation"), and Entergy Entry Systems, Inc., a Florida corporation, PSD, Inc., a Florida corporation, Door Fabrication Services, Inc., a Florida corporation, Atlantic Door Fabrication Services, Inc., a Florida corporation, Delta Door Co., Inc., a California corporation, Mohawk Flush Doors, Inc., a Delaware corporation, and Castlegate, Inc., a Delaware corporation, (all such entities, other than the Surviving Corporation, collectively the "Merging Corporations"), hereby adopt the following Articles of Merger for the purpose of effecting the merger of the Merging Corporations into the Surviving Corporation (the "Merger"), which will be the surviving corporation in the Merger.

ARTICLE I. The Agreement and Plan of Merger, effecting the merger of the Merging Corporations with and into the Surviving Corporation is attached to and made a part of these Articles of Merger as Exhibit "A" (the "Plan").

ARTICLE II. The effective time and date of the Merger shall be 11:59 p.m. on October 27, 2000.

ARTICLE III. The Plan was approved by the shareholders of the Surviving Corporation and each of the Merging Corporations incorporated in Florida in accordance with Sections 607.1101 and 607.1103 of the Florida Business Corporation Act on October 23, 2000. The Plan was approved by the shareholder of each of the Merging Corporations that are not incorporated in Florida pursuant to the applicable laws of their respective states of organization on October 23, 2000.

ARTICLE IV. This document may be executed in counterparts, each of which shall be deemed an original and all of which taken together shall constitute one instrument binding on all of the parties, notwithstanding that all the parties are not signatories to the original or the same counterpart.

H00000056546 5

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of the 23rd day of OCTOBER 2000.

Premdor Corporation, a Florida corporation

By: Robert V. Tubbesing
Robert V. Tubbesing, as V.P. & Treasurer

Entergy Entry Systems, Inc., a Florida corporation

By: Robert V. Tubbesing
Robert V. Tubbesing, as V.P. & Treasurer

PSD, Inc., a Florida corporation

By: Robert V. Tubbesing
Robert V. Tubbesing, as V.P. & Treasurer

Door Fabrication Services, Inc., a Florida corporation

By: Robert V. Tubbesing
Robert V. Tubbesing, as V.P. & Treasurer

Atlantic Door Fabrication Services, Inc., a Florida corporation

By: Dan Schmidt
Dan Schmidt, as PRESIDENT

Delta Door Co., Inc., a California corporation

By: Robert V. Tubbesing
Robert V. Tubbesing, as V.P. & Treasurer

H00000056546 5

Mohawk Flush Doors, Inc., a Delaware
corporation

By:

Robert V. Tubbesing, as V.P. Treasurer

Castlegate, Inc., a Delaware corporation

By:

Robert V. Tubbesing, as V.P. Treasurer

TPA1 #1074311 v1

H00000056546 5

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger, dated as of October 23, 2000 (the "Agreement"), is entered into by and among Premdor Corporation, a Florida corporation (the "Survivor"), Castlegate, Inc., a Delaware corporation, Entergy Entry Systems, Inc., a Florida corporation, PSD, Inc., a Florida corporation, Atlantic Door Fabrication Services, Inc., a Florida corporation, Door Fabrication Services, Inc., a Florida corporation, Mohawk Flush Doors, Inc., a Delaware corporation, and Delta Door Co., Inc., a California corporation (all such entities, other than the Survivor, individually a "PUSH Subsidiary" and collectively, the "PUSH Subsidiaries"). The Survivor and the PUSH Subsidiaries are referred to collectively herein as the "Parties."

Background

Premdor U.S. Holdings, Inc. owns 100% of the outstanding common stock of the Survivor and each of the PUSH Subsidiaries. In order to effectuate the distribution and transfer of all of the assets, liabilities, and obligations of each of the PUSH Subsidiaries to the Survivor, the Parties desire to merge the PUSH Subsidiaries into the Survivor pursuant to Delaware General Corporation Law Section 252, the Florida Business Corporation Act Section 607.1107, and the California General Corporation Law, Section 1108, as applicable. This Agreement, together with the resolutions of the Survivor's board of directors, each of the PUSH Subsidiaries board of directors, and Premdor U.S. Holdings, Inc., as sole shareholder of the Survivor and each of the PUSH Subsidiaries, approving this Agreement and authorizing the distribution and transfer of each of the PUSH Subsidiaries' assets, liabilities, and obligations to the Survivor and the complete cancellation of Premdor U.S. Holdings, Inc.'s stock in each of the PUSH Subsidiaries, are intended by the Parties to constitute a reorganization within the meaning of Sections 368(a)(1)(A) and 368(a)(1)(D) of the Internal Revenue Code of 1986, as amended. The Parties intend that, upon the consummation of the transactions contemplated by this Agreement, the separate corporate existence of each of the PUSH Subsidiaries will cease. Accordingly, in consideration of the mutual agreement and covenants set forth below, the Parties agree as follows:

Terms and Conditions

1. Merger. At the Effective Time, as defined in Section 2, each PUSH Subsidiary shall be merged with and into the Survivor, and the separate corporate existence of each PUSH Subsidiary shall cease (the "Merger"). The corporate existence of the Survivor shall continue unaffected and unimpaired by the Merger and, as the surviving corporation, it shall remain governed by the laws of the State of Florida. The Survivor shall retain its current name after the Merger.

2. Effective Time. The effective time of the Merger shall be 11:59 p.m. on October 27, 2000 (the "Effective Time").

H00000056546 5 Conversion of Shares. The manner and basis of converting the shares of each corporation shall be as follows:

At the Effective Time of the Merger, by virtue of the Merger and without any action on the part of the Parties, each share of common stock of the PUSH Subsidiaries that is outstanding immediately before the Effective Time shall be cancelled and extinguished and cease to exist. Each share of the Survivor's common stock that is issued and outstanding immediately before the Effective Time shall remain issued and outstanding.

4. Continuation of Rights and Obligations. At and after the Effective Time of the Merger, the Survivor shall possess all rights, privileges, powers, and franchises of each of the PUSH Subsidiaries. All property, real, personal, and mixed, all debts due on whatever account, all other things and actions, and every other interest of or belonging to each PUSH Subsidiary shall be vested in the Survivor without further action. At and after the Effective Time of the Merger, the Survivor shall assume and be liable for all the liabilities and obligations of each PUSH Subsidiary as if those liabilities and obligations had been incurred by the PUSH Subsidiary.

5. Survival of Claims. Any claim existing, or action or proceeding pending, by or against any PUSH Subsidiary may be prosecuted as if the Merger had not taken place, or the Survivor may be substituted in the place of any PUSH Subsidiary in such action or proceeding. The Survivor agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Castlegate, Inc. or Mohawk Flush Doors, Inc., as well as for enforcement of any obligation of the Survivor arising from the Merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to section 262 of the Delaware General Corporation Law, and the Survivor irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceedings and any such process may be mailed by the Secretary of State to the following address: One North Dale Mabry, Suite 940, Tampa, Florida 33609.

6. Articles of Incorporation and Bylaws. The Articles of Incorporation and Bylaws of the Survivor, as in effect at the Effective Time of the Merger, shall continue in full force and effect.

7. Directors and Officers. The directors and officers of the Survivor in office immediately before and at the Effective Time, shall remain the directors and officers of the Survivor, retaining their respective offices and positions.

8. 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,

H00000056546 5

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 the Survivor 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 any of the PUSH Subsidiaries and whose consent is required for the assumption of such agreements by the Survivor if the failure to obtain such consent would have a material adverse effect on the business or operations of any of the PUSH Subsidiaries or the Survivor.

9. Termination. This Agreement may be terminated at any time before the Effective Time by any of the Parties.

H00000056546 5

IN WITNESS WHEREOF, the Parties have executed this Agreement and Plan of Merger as of the date first written above.

PREMDOR CORPORATION,
a Florida corporation

By: Robert V. Tubbesing
Name: ROBERT V. Tubbesing
Its: VP + Treasurer

DOOR FABRICATION SERVICES, INC.,
a Florida corporation

By: Robert V. Tubbesing
Name: ROBERT V. Tubbesing
Its: VP + Treasurer

DELTA DOOR CO., INC.,
a California corporation

By: Robert V. Tubbesing
Name: ROBERT V. Tubbesing
Its: VP + Treasurer

PSD, INC., a Florida corporation

By: Robert V. Tubbesing
Name: ROBERT V. Tubbesing
Its: VP + Treasurer

CASTLEGATE, INC., a Delaware corporation

By: Robert V. Tubbesing
Name: ROBERT V. Tubbesing
Its: VP + Treasurer

ATLANTIC DOOR FABRICATION
SERVICES, INC.,
a Florida corporation

By: Frank Schmidt
Name: FRANK SCHMIDT
Its: PRESIDENT

ENTERGY ENTRY SYSTEMS, INC.,
a Florida corporation

By: Robert V. Tubbesing
Name: ROBERT V. Tubbesing
Its: VP + Treasurer

H00000056546 5

MOHAWK FLUSH DOORS, INC.,
a Delaware corporation

By: Robert V. Tubbesing
Name: Robert V. Tubbesing
Its: VP & President

TPA1 #1072975 v1

H00000056546 5