

P01 0000000596

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 922-4000

From:
Account Name : M. BURR KEIM COMPANY
Account Number : I19990000242
Phone : (215) 563-8113
Fax Number : (215) 977-9386

*SURVIVOR COMPANY
ARTS OF INC. FOR
A FLORIDA CORPORATION
H010000002294
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MERGER OR SHARE EXCHANGE

PERMCO PAINTING, INC.

Certificate of Status	1
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Merger

S. PAYNE

JAN 3 - 2001

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ARTICLES OF MERGER
Merger Sheet

MERGING:

PERMCO PAINTING, INC., a nonqualified New Jersey corp.

INTO

PERMCO PAINTING, INC., a Florida entity, P01000000596

File date: January 2, 2001

Corporate Specialist: Susan Payne

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ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

PERMCO PAINTING, INC.

Florida

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

PERMCO PAINTING, INC.

New Jersey

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 12/27/00

The Plan of Merger was adopted by the board of directors of the surviving corporation on and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 12/27/00

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on and shareholder approval was not required.

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

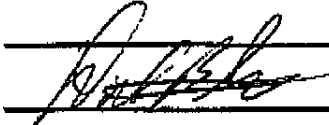
Typed or Printed Name of Individual & Title

PERMCO PAINTING, INC.



Doug Smith

(The Florida Corporation)



PERMCO PAINTING, INC.

Doug Smith

(The New Jersey Corporation)

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PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>PERMCO PAINTING, INC.</u>	<u>Florida</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>PERMCO PAINTING, INC. ==</u>	<u>New Jersey</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

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

SEE EXHIBIT A

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

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EXHIBIT A

The Merging Corporation and the Surviving Corporation shall be merged into a single corporation, in accordance with applicable provisions of the applicable state laws, by PERMCO PAINTING, INC. (The New Jersey Corporation) merging into PERMCO PAINTING, INC. (The Florida Corporation) which shall be the Surviving Corporation.

This merger shall be effective on the date of filing.

1. The two Constituent Corporations shall be a single corporation, which shall be the Surviving Corporation, and the separate existence of the corporations shall cease except to the extent provided by law in the case of a corporation after its merger into another corporation.
2. The Surviving Corporation shall thereupon and thereafter, possess all the rights, privileges, immunities and franchises, as well of a public as of a private nature, of the Merging Corporation; and all property, real, personal and mixed, and all debts due on whatever account, and all other choses action, and all and every other interest of, or belonging to, or due to the Merging Corporation, shall be taken and deemed to be vested in the Surviving Corporation without further act or deed.
3. The Surviving Corporation shall thenceforth be responsible and liable for all of the liabilities and obligations of the Merging Corporation; and any claim existing or action or proceeding pending by or against the Merging Corporation may be prosecuted to judgment or, if deemed necessary the Surviving Corporation may be substituted in its place, and neither the rights of creditors nor any liens upon the property of any of the Constituent Corporations shall be impaired by the merger;
4. The aggregate amount of the net assets of the Constituent Corporations which was available for the payment of dividends immediately prior to the merger, to the extent that the value thereof is not transferred to stated capital by the issuance of shares or otherwise, shall continue to be available for the payment of dividends by the Surviving Corporation.
5. The By-Laws of PERMCO PAINTING, INC. (The Florida Corporation as existing constituted immediately prior to the effective date of merger shall be and constitute the By-Laws of the Surviving Corporation;
6. The Board of Directors, and the members thereof, and the officers, of the Surviving Corporation immediately prior to the effective date of merger shall be and constitute the Board of Directors, and the members thereof, and the officers of the Surviving Corporation.
7. The Articles of Incorporation of the Surviving Corporation filed with the Secretary of the state of Florida on December 28th, 2000 shall be the Articles of Incorporation of the Surviving Corporation on the effective date of this merger.

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EXHIBIT A (continued)

8. The manner and basis of converting the shares of each of the Constituent Corporations into shares of the Surviving Corporation is as follows:

(a) The assets and liabilities of the Merging Corporation shall be transferred to the Surviving Corporation. The shareholders of the Merging Corporation shall surrender their shares and they shall be cancelled.

(b) The shares of the Surviving Corporation shall be unaffected by the merger.

(c) After the effective date of the merger, only those shares held by the shareholders of the Surviving Corporation shall be valid shares.

The Surviving Corporation, shall pay all expenses of carrying this Agreement of Merger into effect and accomplishing the merger herein provided for.

If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurance in law is necessary or desirable to vest in the Surviving Corporation the title to any property or rights of the Merging Corporation, the proper officers and directors of the Merging Corporations shall, and will execute and make all such proper assignments and assurances in law and do all things necessary or proper to thus vest such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Plan and Agreement of Merger.

This plan and agreement involves a statutory merger of a corporation referred to in Section 368(a) (1) (A) of the Internal Revenue Code of 1986, as amended, and this plan and agreement is adopted to satisfy the requirements of said section of the Internal Revenue Code pertaining to non-recognition of gains and losses. It is the intention of this plan and agreement to comply with the requirements of said section of the Internal Revenue Code of 1986, as amended.

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