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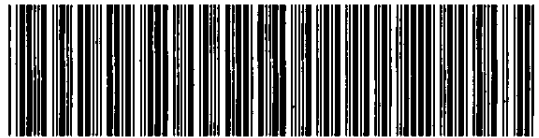
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*Merger*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
09 JAN -5 AM 8:57

T. Roberts JAN 14 2009



# *Schriefer & McGarrity*

*Attorneys at Law*

*6075 Park Boulevard, Suite A*

*Pinellas Park, Florida 33781*

*George J. Schriefer*

*Margaret A. (Peggy) McGarrity*

*Telephone: (727) 544-1429*

*Fax: (727) 546-4422*

December 30, 2008

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Merger  
INSTALL HOLDINGS, INC. - Ref. No. P04000116957  
INSTALL IT OF PINELLAS, INC. - Ref. No. P02000091868

Dear Sir or Madame:

Enclosed please find the following for filing:

1. Articles of Merger together with the Plan of Merger and one copy of same; and
2. My check in the amount of \$78.75 which represents the following:

\$35.00	Install Holdings, Inc.
35.00	Install It of Pinellas, Inc.
8.75	Certified Copy

Please send a certified copy to the letterhead address.

If you have any questions, please do not hesitate to call this office and ask for Joy.

Very truly yours,

  
George J. Schriefer

GJS:vjr

Enclosures

## ARTICLES OF MERGER

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
09 JAN -5 AM 8:57

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

**FIRST:** 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>
INSTALL IT OF PINELLAS, INC. 10540 75 <sup>th</sup> Street North Largo, FL 33777	Florida	Florida For-Profit corporation

Florida Document/Registration Number: P02000091868	FEI Number: 22-3867129
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**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. INSTALL HOLDINGS, INC. 10540 75 <sup>th</sup> Street North Largo, FL 33777	Florida	Florida For-Profit corporation

Florida Document/Registration Number: P04000116957	FEI Number: 20-1521924
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2. INSTALL IT OF PINELLAS, INC. 10540 75 <sup>th</sup> Street North Largo, FL 33777	Florida	Florida For-Profit corporation
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Florida Document/Registration Number: P02000091868	FEI Number: 22-3867129
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**THIRD:** The attached Plan of Merger meets the requirements of Florida Statutes § 607.1108, 608.438, 617.1103 and/or 620.2106, and was approved by each domestic corporation that is a party to the merger in accordance with Florida Statutes, Chapter(s) 607, 617, 608, and/or 620.

**FOURTH:** The merger shall become effective as of January 1, 2009.

**FIFTH:** Adoption of the Merger by surviving corporation - The Plan of Merger was adopted by the shareholders of the surviving corporation on December 10, 2008.

**SIXTH:** Adoption of the Merger by merging corporation - The Plan of Merger was adopted by the shareholders of the merging corporation on December 10, 2008.

**SEVENTH: SIGNATURES FOR CORPORATION(S):**

**IN WITNESS WHEREOF**, the parties have signed and sealed these presents on this 10<sup>th</sup> day of December 2008.

Signed and sealed in the presence of witnesses:

Witness 1

Sign Name:

Print Name:

TERESA M SHAW

INSTALL HOLDINGS, INC.,  
a Florida corporation

Francis J. Stegmaier  
Francis J. Stegmaier, Director

Witness 2

Sign Name:

Print Name:

Sherri McLauchlin

Roy C. Shaw  
Roy C. Shaw, Director

William J. McDonough  
William J. McDonough, Director

CORPORATE SEAL

Martin J. McLauchlin  
Martin J. McLauchlin, Director

INSTALL IT OF PINELLAS, INC.,  
a Florida corporation

Witness 1

Sign Name:

Print Name:

TERESA M SHAW

Francis J. Stegmaier  
Francis J. Stegmaier, Director

Witness 2

Sign Name:

Print Name:

Sherri McLauchlin

Roy C. Shaw  
Roy C. Shaw, Director

William J. McDonough  
William J. McDonough, Director

CORPORATE SEAL

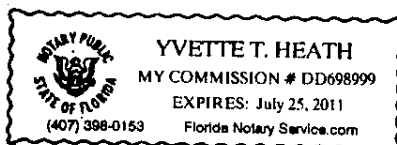
Martin J. McLauchlin  
Martin J. McLauchlin, Director

STATE OF FLORIDA  
COUNTY OF PINELLAS SS.

December 10, 2008

Then personally appeared FRANCIS J. STEGMAIER, ROY C. SHAW, WILLIAM J. McDONOUGH and MARTIN J. McLAUCHLIN, who are personally known to me or produced a Florida Drivers license as identification, and to me known to be all the Officers and Directors of INSTALL HOLDINGS, INC., a Florida corporation, described herein and who executed the foregoing instrument and they acknowledged before me that they executed the same for the purposes herein expressed.

SEAL



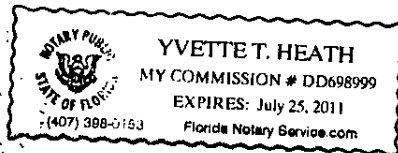
Yvette T. Heath 12/10/08  
Notary Public, State of Florida

STATE OF FLORIDA  
COUNTY OF PINELLAS SS.

December 10, 2008

Then personally appeared FRANCIS J. STEGMAIER, ROY C. SHAW, WILLIAM J. McDONOUGH and MARTIN J. McLAUCHLIN, who are personally known to me or produced a Florida Drivers license as identification, and to me known to be all the Officers and Directors of INSTALL IT OF PINELLAS, INC., a Florida corporation, described herein and who executed the foregoing instrument and they acknowledged before me that they executed the same for the purposes herein expressed.

SEAL



 12/10/08  
Notary Public, State of Florida

## **PLAN OF MERGER**

The following Plan of Merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

**FIRST:** The exact name and jurisdiction of the **surviving** corporation:

<u>Name and Street Address</u>	<u>Jurisdiction</u>
INSTALL IT OF PINELLAS, INC. 10540 75 <sup>th</sup> Street North Largo, FL 33777	Florida

**SECOND:** The exact name and jurisdiction of each **merging** corporation(s):

<u>Name</u>	<u>Jurisdiction</u>
INSTALL HOLDINGS, INC.	Florida
INSTALL IT OF PINELLAS, INC.	Florida

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

1. In accordance with the provisions of this Agreement and relevant Florida State laws:
  - (i) INSTALL HOLDINGS, INC. shall be merged with and into INSTALL IT OF PINELLAS, INC.;
  - (ii) the separate existence of INSTALL HOLDINGS, INC. shall cease and INSTALL IT OF PINELLAS, INC. shall survive the Merger;
  - (iii) INSTALL IT OF PINELLAS, INC. shall continue to be governed by the laws of the State of Florida; and
  - (iv) the name of the corporation shall remain INSTALL IT OF PINELLAS, INC.
2. Upon the Effective Date of the Merger, namely January 1, 2009, the separate existence of INSTALL HOLDINGS, INC. shall cease and the surviving corporation:
  - (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date of the Merger;
  - (ii) shall be subject to all actions previously taken by the Board of Directors of its and INSTALL HOLDINGS, INC.;
  - (iii) shall succeed without other transfer of all of the assets, rights, powers and property of INSTALL HOLDINGS, INC. in the manner as more fully set forth in Section 607.1105 of the Florida Statutes, including, but not limited to the following described real property located in Pinellas County, Florida:

Unit 7, Golan Workshops Center, a Condominium, together with an undivided share in the common elements appurtenant thereto, according to the Declaration of Condominium as recorded in Official Records Book 8287, Page 516, and all its attachments and amendments, and as recorded in Condominium Plat Book 113, Pages 1 and 2, and Condominium Plat Book 114, Pages 83 and 84, Public Records of Pinellas County, Florida.  
Parcel No. 18/30/16/31383/000/0070

- (iv) shall continue to be subject to all of its debts, liabilities and obligations as constituted immediately prior to the Effective Date of the Merger; and
- (v) shall succeed, without transfer, to all of the debts, liabilities and obligations of INSTALL HOLDINGS, INC. in the same manner as if INSTALL IT OF PINELLAS, INC. had itself incurred them.

**FOURTH:**

- A. 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:

The interest of the stockholders and affected parties in INSTALL HOLDINGS, INC. are the same as that of INSTALL IT OF PINELLAS, INC.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

The interest of the stockholders and affected parties in INSTALL HOLDINGS, INC. are the same as that of INSTALL IT OF PINELLAS, INC.

**FIFTH:** All statements that are required by the laws of the jurisdiction(s) under which each Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

The attached Articles of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.2106, 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.

**SIXTH:** Other provisions, if any, relating to the merger: None, except as otherwise stated.

**IN WITNESS WHEREOF**, the parties have signed and sealed these presents on this 10<sup>th</sup> day of December, 2008.

Signed and sealed in the presence of witness

INSTALL HOLDINGS, INC.,  
a Florida corporation

Witness 1

Sign Name: Teresa M. Shaw

Print Name: TERESA M. SHAW

Francis J. Stegmayer  
Francis J. Stegmayer, Director

Witness 2

Sign Name: Sherrin McLauchlin

Print Name: Sherrin McLauchlin

Roy J. Shaw  
Roy J. Shaw, Director

William J. McDonough  
William J. McDonough, Director

Martin J. McLauchlin  
Martin J. McLauchlin, Director

CORPORATE SEAL

Signed and sealed in the  
presence of witnesses

Witness 1

Sign Name: [Signature]

Print Name: TERESA M. SHAW

Witness 2

Sign Name: [Signature]

Print Name: Shari McLaughlin

INSTALL IT OF PINELLAS, INC.  
a Florida corporation

[Signature]  
Francis J. Stegmaier, Director

[Signature]  
Roy C. Shaw, Director

[Signature]  
William J. McDonough, Director

[Signature]  
Martin J. McLaughlin, Director

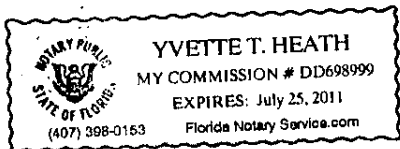
CORPORATE SEAL

STATE OF FLORIDA  
COUNTY OF PINELLAS SS.

December 10, 2008

Then personally appeared FRANCIS J. STEGMAIER, ROY C. SHAW, WILLIAM J. McDONOUGH and MARTIN J. McLAUCHLIN, who are personally known to me or produced a Florida Drivers license as identification, and to me known to be all the Officers and Directors of INSTALL HOLDINGS, INC., a Florida corporation, described herein and who executed the foregoing instrument and they acknowledged before me that they executed the same for the purposes herein expressed.

SEAL



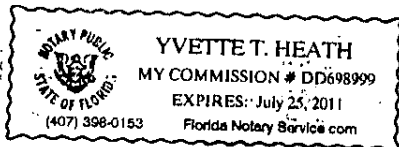
[Signature] 12/10/08  
Notary Public, State of Florida

STATE OF FLORIDA  
COUNTY OF PINELLAS SS.

December 10, 2008

Then personally appeared FRANCIS J. STEGMAIER, ROY C. SHAW, WILLIAM J. McDONOUGH and MARTIN J. McLAUCHLIN, who are personally known to me or produced a Florida Drivers license as identification, and to me known to be all the Officers and Directors of INSTALL IT OF PINELLAS, INC., a Florida corporation, described herein and who executed the foregoing instrument and they acknowledged before me that they executed the same for the purposes herein expressed.

SEAL



[Signature] 12/10/08  
Notary Public, State of Florida