

Florida Department of State
Division of Corporations
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.

((H11000098397 3)))



H110000983973ABC5

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)617-6380

From: Account Name : HENDERSON, FRANKLIN, STARNES & HOLT,
Account Number : 075410002172
Phone : (239)344-1100
Fax Number : (239)344-1200

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

RECEIVED

11 APR 14 AM 8:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE
FLORIDA ARCHITECTURAL PRODUCTS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

NOTE NAME CHANGE IN PLAN OF MERGER.

Att of Meyer/NZ

Electronic Filing Menu

Corporate Filing Menu

Help

FILED

11 APR 14 PM 2:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAX AUDIT NO.: H11000098397 3

ARTICLES OF MERGER

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

FIRST: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Florida Architectural Products, Inc.	Florida	P03000117442

SECOND: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Florida Architectural Products Holding Company	Florida	P03000116793

THIRD: The Plan of Merger is attached.

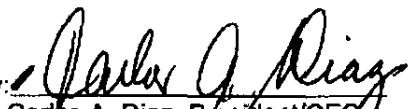
FOURTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: The Plan of Merger was adopted by the unanimous consent of the shareholders of the surviving corporation on the 1ST day of MARCH, 2011.

SIXTH: The Plan of Merger was adopted by the unanimous consent of the shareholders of the merging corporation on the 1ST day of MARCH, 2011.

Florida Architectural Products, Inc.,
a Florida corporation

By:


Carlos A. Diaz, President/CEO

Florida Architectural Products Holding
Company, a Florida corporation

By:


Carlos A. Diaz, President/CEO

FAX AUDIT NO.: H11000098397 3

FAX AUDIT NO.: H11000098397 3

PLAN OF MERGER

The following Plan of Merger is submitted in compliance with Section 607.1104, Florida Statutes.

FIRST: The name and jurisdiction of the parent corporation owning 100% of the outstanding shares of the subsidiary corporation: Florida Architectural Products Holding Company, a Florida corporation.

SECOND: The name and jurisdiction of the subsidiary corporation is: Florida Architectural Products, Inc., a Florida corporation.

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

1. **Merger.** In accordance with the provisions of the Florida Business Corporation Act, Florida Architectural Products Holding Company ("Parent"), shall merge with and into Florida Architectural Products, Inc. (the "Subsidiary") (the "Merger"), the separate existence of the Parent shall cease, and the Subsidiary shall survive the Merger and continue to exist as the surviving entity (the "Surviving Entity").

2. **Effective Date.** The Merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State (the "Effective Date").

3. **Effect of Merger.** The Merger shall have the effect set forth in the Florida Business Corporation Act.

4. **Surviving Officers.** The officers of the Surviving Entity, in office immediately prior to the Effective Date, shall continue to be the officers of the Surviving Entity after the Merger and shall hold office in accordance with the Bylaws of the Surviving Entity.

FOURTH:

A. The manner and basis of converting the shares of the Parent into shares, obligations, or other securities of the Surviving Entity, in whole or in part, into cash or other property are as follows:

Immediately prior to the Effective Date, the Parent's two (2) shareholders ("Parent's Shareholders") each owned fifty (50) shares of the one hundred (100) shares of common stock of the Parent issued and outstanding, and the Parent owned one hundred (100) shares of the one hundred (100) shares of common stock of the Surviving Entity issued and outstanding. Upon the Effective Date, the certificates representing one hundred (100) shares of common stock of the Parent shall be surrendered and cancelled and the certificate representing one hundred (100) shares of common stock of the Surviving Entity shall be surrendered by the Parent for cancellation and new stock certificates in the Surviving Entity

FAX AUDIT NO.: H11000098397 3

FAX AUDIT NO.: H11000098397 3

shall be issued to the Parent's Shareholders, equal to the number of shares each shareholder originally owned in the Parent.

B. The manner and basis of converting rights to acquire the interest, shares, obligations or other securities of the Parent into rights to acquire the interests, shares, obligations or other securities of the Surviving Entity, in whole or in part, into cash or other property is as follows:

There are no authorized or outstanding rights to acquire interests, shares, obligations or other securities of the Parent. Therefore, there is no manner or basis of converting rights to acquire interests, shares, obligations or other securities of the Parent into rights to acquire interests, shares, obligations or other securities of the Surviving Entity, in whole or in part, into cash or other property.

FIFTH: Pursuant to the provisions of Section 607.1006, Florida Statutes, the Surviving Entity adopts the following amendment to its Articles of Incorporation:

Article 1 of the Articles of Incorporation of Florida Architectural Products, Inc. shall be deleted in its entirety and the following text shall be adopted as its new Article 1:

**"ARTICLE 1
NAME AND ADDRESS**

The name of this corporation shall be GULF COAST
DESIGN PRODUCTS, INC. The principal business address
of the corporation is 170 Airpark Boulevard, Immokalee,
Florida 34142.

FAX AUDIT NO.: H11000098397 3