

To: Division of Corporations
Subject: 00040978969

From: Margie Estrada

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P040000090229

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MERGER OR SHARE EXCHANGE

DEVCON CONSTRUCTION AND MATERIALS CORP.

Certificate of Status	0
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ARTICLES OF MERGER
OF
DEVCON CARIBBEAN PURCHASING CORP.
WITH AND INTO
DEVCON CONSTRUCTION AND MATERIALS CORP.

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The following Articles of Merger have been duly adopted and are submitted in accordance with the provisions of Section 607 of the Florida Business Corporation Act:

First: The name and jurisdiction of the surviving corporation ("Surviving Corporation") is:

<u>Name</u>	<u>Jurisdiction</u>
Devcon Construction and Materials Corp.	Florida

Second: The name and jurisdiction of the merging corporation ("Merging Corporation") is:

<u>Name</u>	<u>Jurisdiction</u>
Devcon Caribbean Purchasing Corp.	Florida

Third: On the Effective Date (as defined below), Merging Corporation shall be merged with and into Surviving Corporation and the separate existence of Merging Corporation shall cease (the "Merger"). Surviving Corporation is the surviving corporation of the Merger. A copy of the Plan of Merger is attached hereto as Exhibit A-1 and made a part hereof by reference as if fully set forth herein.

Fourth: The Merger shall become effective ("Effective Date") on December 31, 2007 at 11:59 p.m.

Fifth: The Articles of Incorporation and Bylaws of Devcon Construction and Materials Corp. shall be the Articles of Incorporation and Bylaws of the Surviving Corporation as of the Effective Date of the Merger.

Sixth: The Board of Directors and Officers of Devcon Construction and Materials Corp. shall be the Board of Directors and Officers of the Surviving Corporation as of the Effective Date of the Merger.

Seventh: In accordance with applicable Florida law, the Merger was approved by the joint unanimous written consent of the Board of Directors and sole Shareholder of Merging Corporation as of December 19, 2007.

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Eighth: In accordance with applicable Florida law, the Merger was approved by the joint unanimous written consent of the Board of Directors and the sole Shareholder of the Surviving Corporation as of December 19, 2007.

IN WITNESS WHEREOF, the parties have executed and delivered these Articles of Merger as of December 19, 2007.

**DEVCON CONSTRUCTION AND MATERIALS
CORP.**

By: R. F. C.
Name: Robert C. Farenhem
Title: President

DEVCON CARIBBEAN PURCHASING CORP.

By: R. F. C.
Name: Robert C. Farenhem
Title: President

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EXHIBIT A-1

**PLAN OF MERGER
BETWEEN
DEVCON CONSTRUCTION AND MATERIALS CORP.
AND
DEVCON CARIBBEAN PURCHASING CORP.**

This Plan of Merger is entered into by and among Devcon Construction and Materials Corp., a Florida corporation, and Devcon Caribbean Purchasing Corp., a Florida corporation, for the purpose of merging, at the Effective Time (as defined below), Devcon Caribbean Purchasing Corp. with and into Devcon Construction and Materials Corp. in compliance with the provisions of Section 607 of the Florida Business Corporation Act and the following agreements, terms and provisions set forth herein (the "Merger").

1. **Parties to Merger and Name of Surviving Corporation.** The name and jurisdiction of the surviving corporation is Devcon Construction and Materials Corp., a Florida corporation (the "Surviving Corporation"). The name and jurisdiction of the merging corporation is Devcon Caribbean Purchasing Corp., a Florida corporation (the "Merging Corporation", and together with the Surviving Corporation, the "Corporations").
2. **Terms and Conditions.** The terms and conditions of the Merger are as follows:
 - (a) At the Effective Time (as defined below), Merging Corporation will be merged with and into Surviving Corporation, the separate corporate existence of Merging Corporation shall cease and Surviving Corporation shall continue as the surviving corporation.
 - (b) The Merger shall have the effect set forth in Section 607.1106 of the Florida Business Corporation Act.
3. **Effective Time.** The Merger shall become effective ("Effective Time") on December 31, 2007 at 11:59 p.m.
4. **Effect of Merger on Shares of Capital Stock.** At the Effective Time, all shares of all classes of the Merging Corporation's capital stock will be contributed to the capital of the Surviving Corporation and thereafter cancelled.
5. **Articles of Incorporation of Surviving Corporation.** The articles of incorporation of Surviving Corporation, in effect immediately prior to the Effective Time, shall continue to be the Articles of Incorporation of Surviving Corporation from and after the Effective Time until thereafter changed or amended.
6. **Bylaws of Surviving Corporation.** The bylaws of Surviving Corporation, in effect immediately prior to the Effective Time, shall continue to be the Bylaws of Surviving Corporation from and after the Effective Time until thereafter changed or amended as provided therein.

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Surviving Corporation from and after the Effective Time who shall serve until their respective successors are duly elected or appointed and qualified or their respective resignation or removal.

8. Approval. The Merger has previously been submitted to and approved by the Corporations' respective Boards of Directors and sole shareholders which are the only persons required to approve the Merger. The proper officers of the parties shall be, and hereby are, authorized and directed to perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to effect the Merger.

9. Counterparts. This Plan of Merger may be executed in counterparts and by facsimile, each of which when so executed shall be deemed to be an original, and such counterparts shall together constitute one and the same instrument.

10. Miscellaneous. This Plan of Merger shall be construed in accordance with the laws of the State of Florida. The terms and conditions of this Plan of Merger are solely for the benefit of the parties hereto and their respective shareholders, and no other person shall have any rights or benefits whatsoever under this Plan of Merger, either as a third party beneficiary or otherwise.

IN WITNESS WHEREOF, the parties have executed and delivered this Plan of Merger as of December 19, 2007.

**DEVCON CONSTRUCTION AND MATERIALS
CORP.**

By: [Signature]
Name: Robert C. Farenhem
Title: President

DEVCON CARIBBEAN PURCHASING CORP.

By: [Signature]
Name: Robert C. Farenhem
Title: President