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Merger

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Requestor Name: **Attorneys' Title Insurance Fund, Inc.**

Address: **1965 Capital Circle NE
Tallahassee, Florida 32308**

Telephone: **850-222-2785**

Contact: **Barbara Keys**

Corporation

Name: ISLES HARDWARE INC

Document

Number:

(If Applicable)

Authorization:

Barbara Keys

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER OF
THE ZEITHAMMER CO. INTO
ISLES HARDWARE, INC.**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of merger for the purpose of merging:

ARTICLE I – NAMES

The names of the corporations which are parties to the within merger are THE ZEITHAMMER CO., a Illinois corporation, which is the corporation being absorbed, and ISLES HARDWARE, INC., a Florida corporation, which is the surviving corporation.

ARTICLE II – PLAN OF MERGER

On July 6, 2004, the Plan of Merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Florida Business Corporation Act and marked as Exhibit "A" and incorporated herein by reference.

ARTICLE III – OUTSTANDING SHARES

As to each of the undersigned corporations, the number of shares outstanding, and the number of shares of each class entitled to vote as a class, are as follows:


<u>Name of Corporation</u>	<u>Total Number of Shares Outstanding</u>	<u>Designation of Class</u>
ISLES HARDWARE, INC.	500	Common
THE ZEITHAMMER CO.	500	Common


ARTICLE IV – APPROVAL BY SHAREHOLDERS

As to each of the undersigned corporations, the total number of shares voted for and against the plan, respectively, and as to any class entitled to vote as a class, the number of shares voted for and against the plan, respectively, are as follows:

Name of Corporation	Total Voted For	Total Voted Against
ISLES HARDWARE, INC.	500	0
THE ZEITHAMMER CO.	500	0

Witnesses:




 David E. Olmsted



 Ida Jaye Spencer

ISLES HARDWARE, INC.

By: 
 WILLIAM K. ZEITHAMMER, President/
 Shareholder

By: 
 BARBARA A. ZEITHAMMER,
 Secretary/Shareholder



 David E. Olmsted



 Ida Jaye Spencer

THE ZEITHAMMER CO.

By: 
 WILLIAM K. ZEITHAMMER, President/
 Shareholder

By: 
 BARBARA A. ZEITHAMMER,
 Secretary/Shareholder

SWORN to and subscribed before me this 10th day of February 2005, by WILLIAM K. ZEITHAMMER, as President and Shareholder of ISLES HARDWARE, INC., and as President and Shareholder of THE ZEITHAMMER CO., and BARBARA A. ZEITHAMMER, as Secretary and Shareholder of ISLES HARDWARE, INC., and as Secretary and Shareholder of THE ZEITHAMMER CO., who are personally known to me.



 Notary Public



Ida Jaye Spencer
 Commission # DD 025250
 Expires June 25, 2005
 Bonded Thru
 Atlantic Bonding Co., Inc.

EXHIBIT A
PLAN OF MERGER

Plan of merger dated July 6, 2004 , between ISLES HARDWARE, INC., a Florida corporation, referred to as the surviving corporation and THE ZEITHAMMER CO., a Illinois corporation., referred to as the absorbed corporation.

STIPULATIONS

A. ISLES HARDWARE, INC., is a corporation organized and existing, under the laws of the State of Florida, with its principal office at 3205 Tamiami Trail, Punta Gorda Fl., and is qualified to transact business as a corporation in the State of Florida. The name of the registered agent of this corporation at that address is WILLIAM K. ZEITHAMMER.

B. ISLES HARDWARE, INC., has ONE THOUSAND (1,000) authorized shares of common stock, of which Five Hundred (500) shares are issued and outstanding.

C. THE ZEITHAMMER CO. is a corporation organized and existing under the laws of the State of Illinois and is registered and qualified to transact business in the State of Florida, with its principal office located at 3205 Tamiami Trail, Punta Gorda Fl. THE ZEITHAMMER CO. has 100,000 shares of authorized common stock of which 500 shares are issued and outstanding.

E. The board of directors of the constituent corporations deem it desirable and in the best interest of the corporations and their shareholders that THE ZEITHAMMER CO. be merged into ISLES HARDWARE, INC., pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act, and Section 1105 et seq. of the Illinois Business Corporation Act of 1983, as evidenced by the Minutes of Special Joint Meeting of the Board of Directors and Shareholders attached to this Plan as Exhibit "A".

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

Section One

Merger. THE ZEITHAMMER CO. as the absorbed corporation shall merge with and into ISLES HARDWARE, INC., which shall be the surviving corporation.

Section Two

Terms and conditions: On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed, of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation, shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

Section Three

Conversion of Shares: The manner and basis of converting the shares of the absorbed corporation into shares, rights, obligations, and other securities of the surviving corporation is as follows:

(a) Each share of the common stock of THE ZEITHAMMER CO. issued and outstanding on the effective date of the merger shall be converted into One (1) share of the common stock of ISLES HARDWARE, INC., which shares of common stock of the surviving corporation shall then be issued and outstanding.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in the manner that the surviving corporation shall legally require. On receipt of the share certificates, the surviving corporation shall issue and exchange certificates for shares of common stock in the surviving corporation, representing the number of shares of stock to which the holder is entitled as provided above.

(c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates for shares of common stock of the surviving corporation have been issued to those shareholders. Then, each such shareholder shall be entitled to receive any dividend on shares of stock of the surviving corporation issuable to them under this plan, which may have been declared and paid between the effective date of the merger and the issuance to those shareholders of the certificate for his or her shares in the surviving corporation.

Section Four

Changes in Articles of Incorporation: The articles of Incorporation of the surviving corporation, shall continue to be its articles of incorporation following the effective date of the merger.

Section Five

Changes in Bylaws. The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

Section Six

Directors and Officers. The directors and officers of the surviving corporation shall continue as the directors and officers of the surviving corporation for the full terms of their offices and until their successors have been elected or appointed and qualified.

Section Seven

Prohibited Transactions. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business.

Section Eight

Approval by Shareholders. This Plan of Merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida and of the State of Illinois at meetings to be held on or before July 5, 2004, or at such time as to which the boards of directors of the constituent corporations may agree.

Section Nine

Effective Date of Merger. The effective date of this merger shall be December 31, 2004.

Section Ten

Abandonment of Merger. This Plan of Merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the stockholders of either the surviving or absorbed corporation on or before

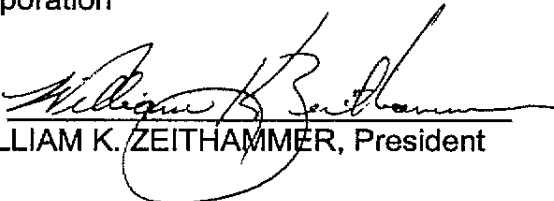
(b) If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of Florida.

Section Eleven

Execution of Agreement. This Plan of Merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

ISLES HARDWARE, INC., a Florida corporation

By: 
WILLIAM K. ZEITHAMMER, President

Attested by:

By: 
BARBARA A. ZEITHAMMER, Secretary

THE ZEITHAMMER CO., a Illinois corporation

By: 
WILLIAM K. ZEITHAMMER, President

Attested by:

By: 
BARBARA A. ZEITHAMMER, Secretary

SWORN to and subscribed before me this 10th day of February, 2005, by WILLIAM K. ZEITHAMMER, as President of ISLES HARDWARE INC., A Florida Corporation, and by WILLIAM K. ZEITHAMMER, as President of THE ZEITHAMMER CO., a Illinois Corporation, to me personally known.



Ida Jaye Spencer
Commission # DD 025250
Expires June 25, 2005
Bonded Thru
Atlantic Bonding Co., Inc.



Notary Public-State of Florida

SWORN to and subscribed before me this 10th day of February, 2005, by BARBARA A. ZEITHAMMER, as Secretary of ISLES HARDWARE INC., A Florida Corporation, and by BARBARA A. ZEITHAMMER, as Secretary of THE ZEITHAMMER CO., a Illinois Corporation, to me personally known.



Ida Jaye Spencer
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Notary Public-State of Florida