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Florida Department of State  
Division of Corporations  
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DIVISION OF CORPORATIONS

**MERGER OR SHARE EXCHANGE**

**CBR ACQUISITION CORP.**

Certificate of Status	0
Certified Copy	1
Page Count	279
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Merger w/ no change  
04/1/05

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**ARTICLES OF MERGER**

**CORNERSTONE BUILDING AND REMODELING, INC.**  
(a Florida corporation)

*with and into*

**CBR ACQUISITION CORP.**  
(a Florida corporation)

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05 MAR 31 PM 5:00

Pursuant to §607.1105 of the Florida Business Corporation Act, as amended (the "FBCA"), Cornerstone Building and Remodeling, Inc., a Florida corporation (the "Merging Entity") and CBR Acquisition Corp., a Florida corporation (the "Surviving Entity"), adopt the following Articles of Merger for the purpose of merging the Merging Entity into the Surviving Entity, the latter of which is to survive the merger (the "Merger"):

1. The Merging Entity and the Surviving Entity are both corporations duly organized under the laws of the State of Florida;
2. The Reorganization Agreement and Plan of Merger (the "Plan") containing the terms and conditions of the Merger has been entered into and approved by the shareholders of each Merging and Surviving Entity pursuant to §607.1103 of the FBCA, on March 31, 2005. Pursuant to the terms of the Plan, the Surviving Entity has agreed and obligated itself to pay all applicable and outstanding filing fees and franchise taxes of the Merging Entity in the event such are not timely paid. The complete executed Plan is on file at the principal place of business of the Surviving Entity at 5642 Enterprise Parkway, Fort Myers, Florida 33905. The Surviving Entity shall furnish such Plan to any shareholder of the Merging Entity upon written request at no cost;
3. The Merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State;
4. The Articles of Incorporation of the Surviving Entity shall be the Articles of Incorporation following the Merger, and as such, no amendment to the Merging Entity's Articles of Incorporation is required with the Florida Department of State; however, the Surviving Entity is hereby amending its Articles of Incorporation to change its name to "Cornerstone Building and Remodeling, Inc.", immediately upon the effectiveness of the Merger, pursuant to the Articles of Amendment to Articles of Incorporation attached hereto as Exhibit A (the "Name Change");
5. The Merging Entity has 100 shares of common stock, \$1.00 par value per share, outstanding and entitled to vote on the Merger. Each and every share entitled to vote on the approval and adoption of the Merger voted in favor of the Merger, and the terms and performance of the Plan, by unanimous written consent of shareholders dated March 31, 2005;

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6. The Surviving Entity has 100 shares of common stock, \$.01 par value per share, outstanding and entitled to vote on the Merger. Each and every share entitled to vote on the approval and adoption of the Merger voted in favor of the Merger, the terms and performance of the Plan, and the Name Change, by unanimous written consent of shareholders dated March 31, 2005;

7. The Merger, the Plan, and the Name Change have been approved, adopted, and duly authorized by all action required by the laws of the State of Florida, where each of parties was incorporated, and by their respective constituent documents.

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IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed as of March 31, 2005.

THE SURVIVING ENTITY:

CBR ACQUISITION CORP.

By:



Rick J. O'Brien  
Chief Financial Officer

THE MERGING ENTITY:

CORNERSTONE BUILDING AND  
REMODELING, INC.

By:

Anthony Leeber, Jr.  
President and Chief Executive  
Officer

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IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed as of March 31, 2005.

**THE SURVIVING ENTITY:**

**CBR ACQUISITION CORP.**

**THE MERGING ENTITY:**

**CORNERSTONE BUILDING AND  
REMODELING, INC.**

By: \_\_\_\_\_  
Rick J. O'Brien  
Chief Financial Officer

By: \_\_\_\_\_  
Anthony Loeber, Jr.  
President and Chief Executive  
Officer

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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:

Name

CBR Acquisition Corp.

Jurisdiction

Florida

Second: The name and jurisdiction of each merging corporation:

Name

Cornerstone Building and Remodeling, Inc.

Jurisdiction

Florida

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

The complete terms and conditions are set forth in that certain Reorganization Agreement and Plan of Merger, dated February 28, 2005, as amended on March 30, 2005, by and among the surviving corporation, the merging corporation, and other parties.

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:~~

The holder of the shares of common stock of the merging corporation shall receive cash, two promissory notes from the surviving corporation, and shares of common stock of Home Solutions of America, Inc., the parent corporation ~~of Home Solutions of America, Inc.~~ <sup>(Upon liquidation of the merging corporation, if necessary)</sup> H05000079231 corporation.

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THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

The articles of amendment of the surviving corporation are attached hereto as Exhibit A.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

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**EXHIBIT A**

**ARTICLES OF AMENDMENT TO**  
**ARTICLES OF INCORPORATION OF**  
**CBR ACQUISITION CORP.**

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ARTICLES OF AMENDMENT  
to the  
ARTICLES OF INCORPORATION  
of  
CBR ACQUISITION CORP.

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Pursuant to the provisions of section 6.07.1006, Florida Statutes, CBR Acquisition Corp., a Florida Profit Corporation (the "Corporation"), hereby submits to the Florida Department of State for filing these Articles of Amendment to the Articles of Incorporation of the Corporation:

1. The name of the Corporation, prior to the amendment set forth herein, was "CBR Acquisition Corp."
2. Article 1 of the Corporation's Articles of Incorporation is hereby amended by deleting the entire text thereof and by substituting in its place the following:

"ARTICLE 1  
NAME AND ADDRESS

The name of this corporation shall be Cornerstone Building and Remodeling, Inc. The initial principal business address of the corporation is 5642 Enterprise Parkway, Fort Myers, Florida 33905."

3. The Amendment was adopted by the Written Consent of the sole shareholder of the Corporation on March 31, 2005. The total issued and outstanding shares of the Corporation on such date were 100 shares, all of which shares were entitled to vote on such amendment. All 100 shares of the Corporation were voted "For" the Amendment. No shares were voted "Against" or abstained from voting for the Amendment.
4. The foregoing Amendment does not provide for an exchange, reclassification, or cancellation of issued shares.
5. The foregoing Amendment does not change the amount of stated capital of the Corporation.

IN WITNESS WHEREOF, as the officer duly authorized to execute these Articles of Amendment on behalf of the Corporation, I have set my hand hereto this 31st day of March, 2005.

CBR ACQUISITION CORP.

By: 

Rick J. O'Brien  
Chief Financial Officer

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