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MERGER OR SHARE EXCHANGE
AMERICAN INSTALLATION OF ORLANDO, INC.

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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
between
INSTALLATION VEHICLE OF ORLANDO, INC.
and
AMERICAN INSTALLATION OF ORLANDO, INC.

Pursuant to the Florida Business Corporation Act, the domestic corporations herein named do hereby adopt the following articles of merger:

1. The plan of merger (the "Plan of Merger") for merging Installation Vehicle of Orlando, Inc., a Florida corporation (the "Merging Corporation") with and into American Installation of Orlando, Inc., a Florida corporation (the "Surviving Corporation") is attached hereto as Exhibit A and incorporated herein by this reference.

2. The Plan of Merger was adopted by the unanimous written consent of the shareholders of the Surviving Corporation on December 20, 2005 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act. The Plan of Merger was adopted by the written consent of the sole shareholder of Merging Corporation on December 20, 2005 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The Surviving Corporation will continue its existence as the surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act.

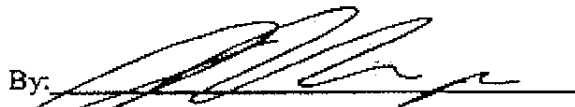
4. The effective time and date of the merger herein provided for shall be 12:01 a.m. on December 21, 2005.

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IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed as of this 20th day of December, 2005.

**INSTALLATION VEHICLE OF
ORLANDO, INC.**

By: 
Name: Robert G. Dello Russo
Title: President

**AMERICAN INSTALLATION OF
ORLANDO, INC.**

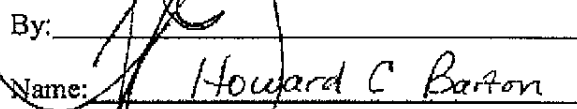
By: 
Name: Howard C. Barton
Title: President

EXHIBIT A

**PLAN OF MERGER
BETWEEN
INSTALLATION VEHICLE OF ORLANDO, INC.
AND
AMERICAN INSTALLATION OF ORLANDO, INC.**

(a) The name of each corporation planning to merge is:

(i) The name of the surviving corporation is American Installation of Orlando, Inc. (the "Surviving Corporation"); and

(ii) The name of the merging corporation is Installation Vehicle of Orlando, Inc. (the "Merging Corporation").

(b) The effective time and date of the merger shall be at 12:01 a.m. on December 21, 2005 (the "Effective Time").

(c) The general terms and conditions of the merger are as follows:

At the Effective Time, the separate existence of the Merging Corporation shall cease and the Surviving Corporation shall ultimately succeed to any and all rights, privileges, immunities, powers, franchises, authority, and real and personal property of the Merging Corporation. The Surviving Corporation shall thereafter be responsible and liable for all obligations of the Merging Corporation, and neither the rights of the creditors nor any liens on the property of the Merging Corporation shall be impaired by the merger.

(d) The manner and basis of converting the shares of each corporation shall be as follows:

(i) At the Effective Time, by virtue of the merger and without any further action on the part of the Surviving Corporation or the Merging Corporation, each issued and outstanding share of common stock, par value \$.01 per share, of the Merging Corporation ("Merging Corporation Common Shares") outstanding immediately prior to the Effective Time shall be cancelled.

(ii) At the Effective Time, the outstanding shares of Surviving Corporation's common stock, par value \$.01 per share ("Surviving Corporation Common Shares"), shall be automatically transferred to American Door and Millwork Company, a Florida corporation (the "Parent") in consideration for Parent's issuance of the following capital stock of Parent to the shareholders of the Surviving Corporation prior to the Effective Time:

<u>Shareholder</u>	Number of Shares of \$.10 Par Value of Class A <u>Common Stock</u>	Number of Shares of \$.10 Par Value <u>Preferred Stock</u>
Robert G. Dello Russo	1,417,500	0
Howard C. Barton	1,417,500	0
Scott G. Breecar	<u>157,532</u>	<u>133,848</u>
Total	2,992,532	133,848

(e) The articles of incorporation of the Surviving Corporation as in effect immediately prior to the Effective Time shall be the articles of incorporation of the Surviving Corporation, until duly amended as provided therein or by applicable law.

(f) The bylaws of the Surviving Corporation as in effect immediately prior to the Effective Time shall be the bylaws of the Surviving Corporation until amended as provided therein or in accordance with applicable law.

(g) The directors and officers in office of the Surviving Corporation at the Effective Time shall be the members of the Board of Directors and the officers of the Surviving Corporation, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.

(h) The merger contemplated hereby is intended to qualify as a reorganization within the meaning of Section 368(a)(2)(E) of the Internal Revenue Code.

(i) The Boards of Directors of each corporation to the merger may amend this Plan of Merger at any time prior to the filing of the Articles of Merger.