

P93000088397

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

700002281597--4
-08/29/97--01110--004
*****35.00 *****35.00

700002281597---4
-08/29/97--01110--005
*****35.00 *****35.00

Coastal Insulation Company of Pensacola, Inc (FL)

Merger into:

Gate Industries, Inc (FL)

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Mark
- Other
- Change of R.A.
- Fictitious Name Filing
- CUS
- After 4:30
- Pick Up

TALLAHASSEE, FLORIDA

97 AUG 22 PM 3:57

FILED

97 AUG 22 PM 12:42

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

8.22.97

File Fourth 8/25
gomer

P93000088397

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

COASTAL INSULATION COMPANY OF PENSACOLA, INC., a Florida
corporation, 527701

INTO

GALE INDUSTRIES, INC., a Florida corporation, P93000088397.

File date: August 22, 1997

Corporate Specialist: Joy Moon-French

**ARTICLES OF MERGER
OF
COASTAL INSULATION COMPANY OF PENSACOLA, INC.,
A FLORIDA CORPORATION
INTO
GALE INDUSTRIES, INC., A FLORIDA CORPORATION**

FILED
97 AUG 22 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

- FIRST:** The names of the corporations planning to merge are Gale Industries, Inc., a Florida corporation and Coastal Insulation Company of Pensacola, Inc., a Florida corporation. The surviving corporation is Gale Industries, Inc., (the "Surviving Corporation").
- SECOND:** The plan of merger is set forth as Exhibit A attached.
- THIRD:** The effective date of the Certificate of Merger shall be the date these Articles of Merger are filed.
- FOURTH:** Shareholder approval of the plan of merger was not required pursuant to Section 607.1104 F.S.
- FIFTH:** The plan of merger was adopted by the Board of Directors of Coastal Insulation Company of Pensacola, Inc. by unanimous written consent on April 1, 1997, and by the Board of Directors of Gale Industries, Inc. by unanimous written consent on April 1, 1997.
- (a) The Articles of Incorporation of the Surviving Corporation will not differ from its Articles before the merger; and
 - (b) The shareholder of the Surviving Corporation whose shares were outstanding immediately prior to the effective date of the merger will hold the same number of shares, with designations, preferences, limitations, and relative rights, immediately after the merger.

Signed this 1st day of April, 1997.

GALE INDUSTRIES, INC.

By: 

Eugene A. Gargaro, Jr.
Its: Vice President and Secretary

COASTAL INSULATION COMPANY
OF PENSACOLA, INC

By: 

Eugene A. Gargaro, Jr.
Its: Vice President and Secretary

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of April 1, 1997, among Gale Industries, Inc., a Florida corporation (the "Surviving Corporation") and Coastal Insulation Company of Pensacola, Inc. a Florida corporation, (the "Merging Corporation") (with the Surviving Corporation and the Merging Corporation collectively referred to herein as the "Constituent Corporations").

A. The Constituent Corporations in consideration of the mutual agreements of each corporation as set forth hereinafter, deem it advisable and generally for the welfare of said corporations, that the Merging Corporation merge with and into the Surviving Corporation under and pursuant to the terms and conditions set forth herein (the "Merger").

B. The terms and conditions of the Merger, the mode of carrying the same into effect, *the manner of dealing with the shares of the Constituent Corporations outstanding immediately prior to the effective time of the Merger*, and other pertinent provisions of the Merger, are hereinafter set forth.

ARTICLE I

In accordance with the provisions of the laws of the State of Florida, the Merging Corporation shall be merged with and into the Surviving Corporation.

ARTICLE II

The date Articles of Merger are filed with the Secretary of State of the State of Florida in accordance with the Florida Business Corporation Act shall be the effective date of the Merger (the "Effective Date").

ARTICLE III

The Articles of Incorporation of the Surviving Corporation are not to be amended by virtue of the Merger and the name of the Surviving Corporation will remain the same.

ARTICLE IV

On the Effective Date the Directors and officers of the Surviving Corporation will be the Directors and officers of the Surviving Corporation. Each Director and officer shall hold office until their respective successors are elected and qualified, as provided by law and the bylaws of the Surviving Corporation.

ARTICLE V

On the Effective Date the issued shares of Capital Stock of the Merging Corporation shall, by virtue of the Merger forthwith, cease to exist and be canceled without payment of any

consideration therefor. The outstanding shares of Common Stock of the Surviving Corporation will not be affected by the merger.

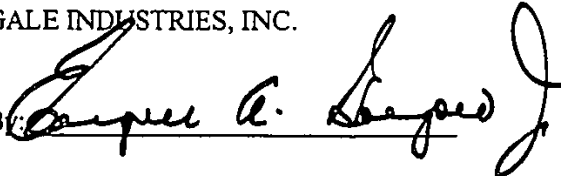
ARTICLE VI

On the Effective Date the separate existence of the Merging Corporation shall cease and all property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets and property of every kind and description of the Merging Corporation shall be transferred to, vested in and devolved upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and the Merging Corporation, shall as effectively be the property of the Surviving Corporation. The Merging Corporation hereby agrees, from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Merging Corporation acquired or to be acquired by reason or as a result of the merger herein provided for and otherwise to carry out the intent and purpose hereof and the proper officers and Directors of the Constituent Corporations are fully authorized to take any and all such action.

All rights of creditors and all liens upon the property of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Merging Corporation shall then be attached to the Surviving Corporation and may be enforced against it to the same extent as if the debts, liabilities and duties had been incurred or contracted by it.

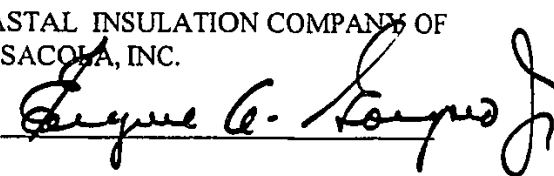
IN WITNESS WHEREOF, the Constituent Corporations have executed this Agreement as of the date first above written.

GALE INDUSTRIES, INC.

By: 

Its: Vice President and Secretary

COASTAL INSULATION COMPANY OF
PENSACOLA, INC.

By: 

Its: Vice President and Secretary

P93000088397

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

THE GENERAL GROUP, INC., a Georgia corporation, not qualified in Florida

INTO

GALE INDUSTRIES, INC., a Florida corporation, P93000088397.

File date: August 22, 1997

Corporate Specialist: Joy Moon-French

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

000002275060--8
-08/22/97--01081--018
*****35.00 *****35.00

000002275060--8
-08/22/97--01081--017
*****35.00 *****35.00

In General Group, Inc. (GA)
Merging into:
Cole Industries, Inc. (FL)

FILED
97 AUG 22 PM 3:55
OFFICE OF THE
CLERK OF THE
STATE
TALLAHASSEE, FLORIDA

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Dissolution/Withdrawal
- Mark
- Other
- Change of R.A.
- Fictitious Name Filing
- CUS
- After 4:30
- Pick Up

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

8-22-97

File Second
8/25
Tom Mergers

**ARTICLES OF MERGER
OF
THE GENERAL GROUP, INC., A GEORGIA CORPORATION
INTO
GALE INDUSTRIES, INC., A FLORIDA CORPORATION**

FILED
97 AUG 22 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1107 of the Florida Business Corporation Act, the undersigned corporations hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Gale Industries, Inc.	Florida
The General Group, Inc.	Georgia

The surviving corporation is Gale Industries, Inc.

SECOND: The laws of the state under which such foreign corporation is organized permits such merger and such foreign corporation is complying with those laws effecting the merger.

THIRD: Gale Industries, Inc., the surviving corporation, complies with the applicable provisions of Sections 607.1101 - 607.1104 F.S. and with Section 607.1105 F.S.

FOURTH: The plan of merger is set forth as Exhibit A attached.

FIFTH: The effective date of the Certificate of Merger shall be the date of filing of these Articles of Merger.

SIXTH: The plan of merger was adopted by the Board of Directors of The General Group, Inc. and by the Board of Directors of Gale Industries, Inc. on April 1, 1997. Approval of the plan of merger by the Shareholders of the merging corporations was not required pursuant to Section 607.1107 F.S.

Signed this 15th day of April, 1997.

GALE INDUSTRIES, INC.

By: 

Eugene A. Gargaro, Jr.

Its: Vice President and Secretary

THE GENERAL GROUP, INC.

By: 

Eugene A. Gargaro, Jr.

Its: Vice President and Secretary

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of April 1, 1997, among Gale Industries, Inc., a Florida corporation (the "Surviving Corporation") and The General Group, Inc., a Georgia corporation, (the "Merging Corporation") (with the Surviving Corporation and the Merging Corporation collectively referred to herein as the "Constituent Corporations").

A. The Constituent Corporations in consideration of the mutual agreements of each corporation as set forth hereinafter, deem it advisable and generally for the welfare of said corporations, that the Merging Corporations merge with and into the Surviving Corporation under and pursuant to the terms and conditions set forth herein (the "Merger").

B. The terms and conditions of the Merger, the mode of carrying the same into effect, the manner of dealing with the shares of the Constituent Corporations outstanding immediately prior to the effective time of the Merger, and other pertinent provisions of the Merger, are hereinafter set forth.

ARTICLE I

In accordance with the provisions of the laws of the State of Florida and the State of Georgia the Merging Corporation shall be merged with and into the Surviving Corporation.

ARTICLE II

The Merger shall become effective upon filing the Articles of Merger with the Secretary of State of the State of Georgia and with the Secretary of State of the State of Florida (the "Effective Date").

ARTICLE III

The Articles of Incorporation of the Surviving Corporation are not to be amended by virtue of the Merger and the name of the Surviving Corporation will remain the same.

ARTICLE IV

On the Effective Date the Directors and officers of the Surviving Corporation will be the Directors and officers of the Surviving Corporation. Each Director and officer shall hold office until their respective successors are elected and qualified, as provided by law and the bylaws of the Surviving Corporation.

ARTICLE V

On the Effective Date the issued shares of Capital Stock of the Merging Corporations shall, by virtue of the Merger forthwith, cease to exist and be canceled without payment of any

consideration therefor. The outstanding shares of Common Stock of the Surviving Corporation will not be affected by the merger.

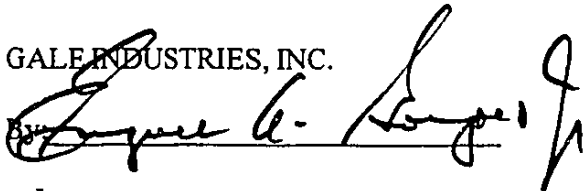
ARTICLE VI

On the Effective Date the separate existence of the Merging Corporation shall cease and all property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets and property of every kind and description of the Merging Corporation shall be transferred to, vested in and devolved upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and the Merging Corporation, shall as effectively be the property of the Surviving Corporation. The Merging Corporation hereby agrees, from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Merging Corporation acquired or to be acquired by reason or as a result of the merger herein provided for and otherwise to carry out the intent and purpose hereof and the proper officers and Directors of the Constituent Corporations are fully authorized to take any and all such action.

All rights of creditors and all liens upon the property of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Merging Corporation shall then be attached to the Surviving Corporation and may be enforced against it to the same extent as if the debts, liabilities and duties had been incurred or contracted by it.

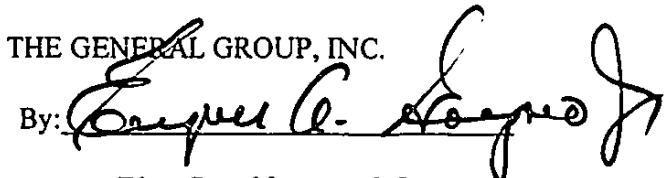
IN WITNESS WHEREOF, the Constituent Corporations have executed this Agreement as of the date first above written.

GALE INDUSTRIES, INC.



Its: Vice President and Secretary

THE GENERAL GROUP, INC.

By: 

Its: Vice President and Secretary

P93000088397

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

E. E. BENTLEY INSULATION CO. OF DOTHAN, INC., an Alabama corporation,
not qualified in Florida

INTO

GALE INDUSTRIES, INC., a Florida corporation, P93000088397.

File date: August 22, 1997

Corporate Specialist: Joy Moon-French

Document Number Only

P93000088397

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

400002275064--6
-08/22/97--01081--020
*****35.00 *****35.00

400002275064--6
-08/22/97--01081--019
*****35.00 *****35.00

E.E. Bentley Insulation Co. of ~~Bothell, WA~~ (AL)
merging into
Gale Industries, Inc. (FL)

FILED
AUG 22 PM 3:56
TALLAHASSEE, FLORIDA

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Amendment
- Merger
- Dissolution/Withdrawal
- Mark
- Limited Partnership
- Reinstatement
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- After 4:30
- Walk In
- Will Wait
- Pick Up
- Mail Out

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

8-22-97

File Thru

8/25
9:07
Merger

**ARTICLES OF MERGER
OF
E. E. BENTLEY INSULATION CO. OF DOTHAN, INC.,
AN ALABAMA CORPORATION
INTO
GALE INDUSTRIES, INC., A FLORIDA CORPORATION**

FILED
97 AUG 22 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1107 of the Florida Business Corporation Act, the undersigned corporations hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Gale Industries, Inc.	Florida
E. E. Bentley Insulation Co. of Dothan, Inc.	Alabama

The surviving corporation is Gale Industries, Inc.

SECOND: The laws of the state under which such foreign corporation is organized permits such merger and such foreign corporation is complying with those laws effecting the merger.

THIRD: Gale Industries, Inc., the surviving corporation, complies with the applicable provisions of Sections 607.1101 - 607.1104 F.S. and with Section 607.1105 F.S.

FOURTH: The plan of merger is set forth as Exhibit A attached.

FIFTH: The effective date of the Certificate of Merger shall be the date of filing of these Articles of Merger.

SIXTH: The plan of merger was adopted by the Board of Directors of E. E. Bentley Insulation Co. of Dothan, Inc. on April 1, 1997, and by the Board of Directors of Gale Industries, Inc. on April 1, 1997. Approval of the plan of merger by the Shareholders of the merging corporations was not required pursuant to Section 607.1107 F.S.

Signed this 15 day of April, 1997.

GALE INDUSTRIES, INC.

By: Eugene A. Gargaro, Jr.
Its: Vice President and Secretary

E. E. BENTLEY INSULATION CO. OF
DOTHAN, INC.

By: Eugene A. Gargaro, Jr.
Its: Vice President and Secretary

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of April 1, 1997, among Gale Industries, Inc., a Florida corporation (the "Surviving Corporation") and E. E. Bentley Insulation Co. of Dothan, Inc., an Alabama corporation, (the "Merging Corporation") (with the Surviving Corporation and the Merging Corporation collectively referred to herein as the "Constituent Corporations").

A. The Constituent Corporations in consideration of the mutual agreements of each corporation as set forth hereinafter, deem it advisable and generally for the welfare of said corporations, that the Merging Corporations merge with and into the Surviving Corporation under and pursuant to the terms and conditions set forth herein (the "Merger").

B. The terms and conditions of the Merger, the mode of carrying the same into effect, the manner of dealing with the shares of the Constituent Corporations outstanding immediately prior to the effective time of the Merger, and other pertinent provisions of the Merger, are hereinafter set forth.

ARTICLE I

In accordance with the provisions of the laws of the State of Florida and the State of Alabama the Merging Corporation shall be merged with and into the Surviving Corporation.

ARTICLE II

The Merger shall become effective upon filing the Articles of Merger with the Secretary of State of the State of Alabama in accordance with the Code of Alabama, 1975, and the Articles of Merger with the Secretary of State of the State of Florida (the "Effective Date").

ARTICLE III

The Articles of Incorporation of the Surviving Corporation are not to be amended by virtue of the Merger and the name of the Surviving Corporation will remain the same.

ARTICLE IV

On the Effective Date the Directors and officers of the Surviving Corporation will be the Directors and officers of the Surviving Corporation. Each Director and officer shall hold office until their respective successors are elected and qualified, as provided by law and the bylaws of the Surviving Corporation.

ARTICLE V

On the Effective Date the issued shares of Capital Stock of the Merging Corporations shall, by virtue of the Merger forthwith, cease to exist and be canceled without payment of any

consideration therefor. The outstanding shares of Common Stock of the Surviving Corporation will not be affected by the merger.

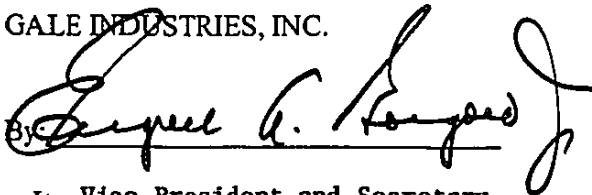
ARTICLE VI

On the Effective Date the separate existence of the Merging Corporation shall cease and all property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets and property of every kind and description of the Merging Corporation shall be transferred to, vested in and devolved upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and the Merging Corporation, shall as effectively be the property of the Surviving Corporation. The Merging Corporation hereby agrees, from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Merging Corporation acquired or to be acquired by reason or as a result of the merger herein provided for and otherwise to carry out the intent and purpose hereof and the proper officers and Directors of the Constituent Corporations are fully authorized to take any and all such action.

All rights of creditors and all liens upon the property of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Merging Corporation shall then be attached to the Surviving Corporation and may be enforced against it to the same extent as if the debts, liabilities and duties had been incurred or contracted by it.

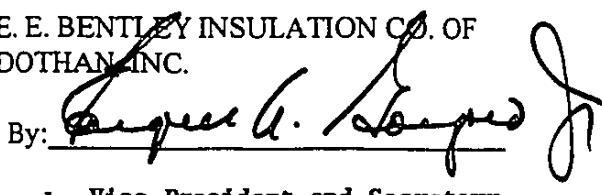
IN WITNESS WHEREOF, the Constituent Corporations have executed this Agreement as of the date first above written.

GALE INDUSTRIES, INC.

By: 

Its: Vice President and Secretary

E. E. BENTLEY INSULATION CO. OF
DOTHAN, INC.

By: 

Its: Vice President and Secretary