

Document Number Only

P93000088397

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

600002663626--0

-10/14/98--01056--008

*****70.00 *****70.00

CORPORATION(S) NAME

Cik Insulation Inc

merging into

Gale Industries, Inc

98 OCT 14 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Annual Report
- Fict. Filing
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Mark
- Other
- Change of R.A.
- UCC-1 UCC-3
- CUS
- After 4:30
- Pick Up

Name
Availability
Document Examiner
Updater <i>Joe</i>
Verifier
Acknowledgment <i>10/15</i>
W.P. Verifier

Please Return Extra Copy(s)
Filed Stamp

OCT 14 1998

Thanks, Melanie

RECEIVED
OCT 14 AM 11:33
CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

C & K INSULATION INC., a Oregon corporation

INTO

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

File date: October 14, 1998

Corporate Specialist: Teresa Brown

**ARTICLES OF MERGER
OF
C & K INSULATION INC.,
AN OREGON CORPORATION
INTO
GALE INDUSTRIES, INC., A FLORIDA CORPORATION**

FILED
98 OCT 14 PM 1:30
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
C & K Insulation Inc.	Oregon

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. Under Section 607.1104 F.S., Gale Industries, Inc, as the parent corporation of C & K Insulation Inc., its subsidiary corporation, is not required to obtain shareholder approval of the plan of merger.

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

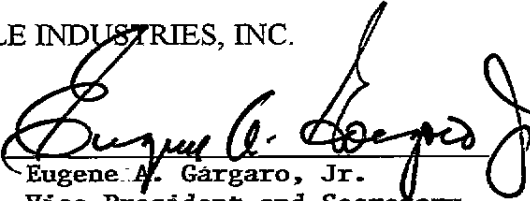
FIFTH: The effective date of the Certificate of Merger shall be the date of filing of these Articles of Merger.

SIXTH: The plan of merger was adopted by unanimous written consent of the Board of Directors of C & K Insulation Inc. on January 7, 1998, and by the Board of Directors of Gale Industries, Inc., by unanimous written consent on January 7, 1998. 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 9th day of October, 1998.

GALE INDUSTRIES, INC.

By:


Eugene A. Gargaro, Jr.

Its: Vice President and Secretary

C & K INSULATION 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 January 7, 1998, among Gale Industries, Inc., a Florida corporation (the "Surviving Corporation") and C & K Insulation Inc., an Oregon 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 Oregon, 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 Oregon in accordance with the Oregon Revised Statutes, 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

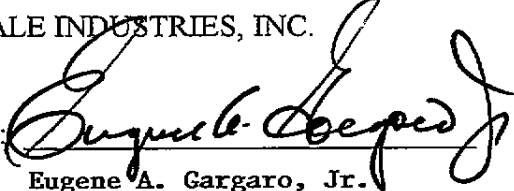
On the Effective Date the issued shares of Capital Stock of the Merging Corporations shall, by virtue of the Merger forthwith, cease to exist and be canceled without payment of any consideration therefor. The outstanding shares of Common Stock of the Surviving Corporation will not be affected by the merger.

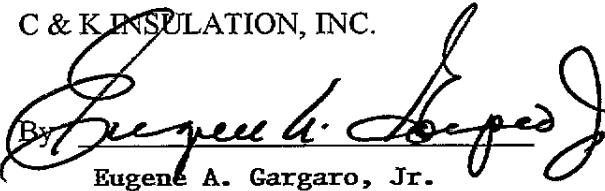
ARTICLE VI

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

C & K INSULATION, INC.
By: 
Eugene A. Gargaro, Jr.
Its: Vice President and Secretary