

P93000088397

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CORPORATION(S) NAME

Gearhart Insulation Company  
merging into:  
Gale Industries, Inc.

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

GEARHART INSULATION COMPANY, a California corporation not qualified

INTO

**GALE INDUSTRIES, INC.**, a Florida entity, P93000088397

File date: September 29, 1999

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER  
GEARHART INSULATION COMPANY,  
A CALIFORNIA CORPORATION  
INTO  
GALE INDUSTRIES, INC.,  
A FLORIDA CORPORATION

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

- FIRST: The names of the corporations planing to merge are Gale Industries, Inc., a Florida corporation and Gearhart Insulation, Inc. a California 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., which Section states that a parent corporation owning as least 80 percent of the outstanding shares of each class of a subsidiary corporation may merge the subsidiary into itself without the approval of the shareholders of the parent or subsidiary.
- FIFTH: The plan of merger was adopted by the Board of Directors of Gearhart Insulation, Inc. by unanimous written consent on June 15, 1999, and by the Board of Directors of Gale Industries, Inc. by unanimous written consent on June 15, 1999.
- (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 15<sup>th</sup> day of June, 1999.

GALE INDUSTRIES, INC.

By: *Richard G. Mosteller*  
Richard G. Mosteller  
Its: Vice President, Treasurer  
and Assistant Secretary

GEARHART INSULATION, INC.

By: *Richard G. Mosteller*  
Richard G. Mosteller  
Its: Vice President, Treasurer  
and Assistant Secretary

EXHIBIT A

**AGREEMENT AND PLAN OF MERGER**

AGREEMENT AND PLAN OF MERGER, dated as of June 15, 1999, among Gale Industries, Inc., a Florida corporation (the "Surviving Corporation") and Gearhart Insulation, Inc., a California 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 and the State of California, the Merging Corporation shall be merged with and into the Surviving Corporation.

ARTICLE II

The Merger shall become effective upon filing the Certificate of Ownership with the Secretary of State of the State of California in accordance with the California Corporation Code, 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 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.

GEARHART INSULATION, INC.

By:   
Richard G. Mosteller

By:   
Richard G. Mosteller

Its: Vice President, Treasurer and  
Assistant Secretary

Its: Vice President, Treasurer and  
Assistant Secretary