

P 93000088397

CT CORPORATION SYSTEM

CORPORATION(S) NAME

BSI Williams, Inc. merging into: Masco Contractor Services Central, Inc.

01 DEC 21 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

- Profit
- Nonprofit
- Foreign
- Limited Partnership
- LLC
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Reinstatement
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- Fictitious Name
- Photocopies
- Call If Problem
- Will Wait
- Merger
- Mark
- Other
- Change of RA
- UCC
- CUS
- After 4:30
- Pick Up

01 DEC 21 PM 4:19
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

12/21/01
MS

EFFECTIVE DATE
12-31-01

Merger
12-26-01
BOS

Order#: 5004734

Ref#: _____

Amount: \$ _____

660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615

000004736560--6
 -12/26/01--01005--004
 *****70.00 *****70.00

ARTICLES OF MERGER
Merger Sheet

MERGING:

BSI WILLIAMS, INC., a Nevada corporation not qualified in Florida

INTO

MASCO CONTRACTOR SERVICES CENTRAL, INC., a Florida entity,
P93000088397.

File date: December 21, 2001 , effective December 31, 2001

Corporate Specialist: Doug Spittler

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Masco Contractor Services Central, Inc.	Florida

01 DEC 21 PM 4:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
BSI Williams, Inc.	Nevada

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR 12 / 31 / 2001 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - **(COMPLETE ONLY ONE STATEMENT)**

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on December 20, 2001 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) **(COMPLETE ONLY ONE STATEMENT)**

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on December 20, 2001 and shareholder approval was not required.

EFFECTIVE DATE

12-31-01

(Attach additional sheets if necessary)

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, effective as of December 31, 2001, among Masco Contractor Services Central, Inc., a Florida corporation (the "Surviving Corporation") with its principal place of business at 2339 Beville Road, Daytona Beach, Florida 32119, and BSI Williams, Inc., a Nevada corporation (the "Merging Corporation") with its principal place of business at 6100 Neil Road, Suite 500, Reno, Nevada 89511. (The Surviving Corporation and the Merging Corporation are 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 each corporation, 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 and membership interests 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 section 607.1104 of Florida Statutes and section 92A.190 of the Nevada Revised Statutes, the Merging Corporation shall be merged with and into the Surviving Corporation.

ARTICLE II

The Merger shall become effective on December 31, 2001 ("Effective Date").

ARTICLE III

The Merger shall be effected in accordance with Section 351 of the Internal Revenue Code.

ARTICLE IV

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

ARTICLE V

On the Effective Date, the directors and officers of Masco Contractor Services Central, Inc. 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 VI

On the Effective Date, the issued and outstanding common stock of the Merging Corporation shall, by virtue of the Merger, 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.

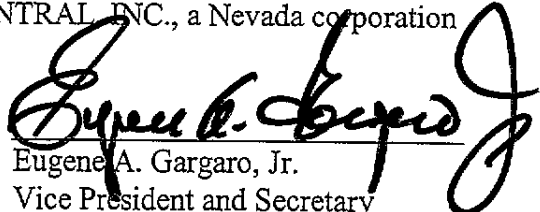
ARTICLE VIII

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.

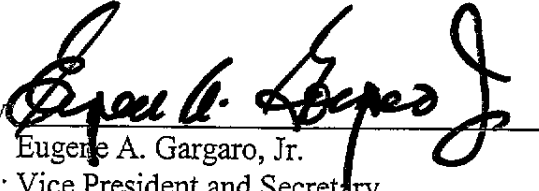
All rights of creditors and all liens upon the property of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Merging Corporation shall then be attached to the Surviving Corporation and may be enforced against it to the same extent as if the debts,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

MASCO CONTRACTOR SERVICES
CENTRAL, INC., a Nevada corporation

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

BSI WILLIAMS, INC., a Florida corporation

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