

Division of Corporations Page 1 of 1
P93000088397

Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE
MASCO CONTRACTOR SERVICES CENTRAL, INC.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. See attached Exhibit A		
Florida Document/Registration Number:		FEI Number:
2.		
Florida Document/Registration Number:		FEI Number:
3.		
Florida Document/Registration Number:		FEI Number:
4.		
Florida Document/Registration Number:		FEI Number:

(Attach additional sheet(s) if necessary)

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CLERK OF SUPERIOR COURT
TALLAHASSEE, FLA

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>Masco Contractor Services Central, Inc.</u> <u>2339 Beville Road</u> <u>Daytona Beach, FL 32119</u>	<u>Florida</u>	<u>corporation</u>

Florida Document/Registration Number: P93000088397

FBI Number: 59-3214406

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REQUIRED SIGNATURES FOR EACH ENTITY TYPE:

- All Corporations:** Signature of Chairman, Vice Chairman, President or any officer.
- All General Partnerships:** Signatures of two partners.
- All Domestic Limited Partnerships:** Signatures of all general partners.
- All Non-Florida Limited Partnerships:** Signature of one general partner.
- All Limited Liability Companies:** Signature of a member or authorized representative of a member.
- All Other Business Entities:** In accordance with the laws of their jurisdiction.

Make checks payable to Florida Department of State and mail to:

Mailing address:
 Division of Corporations
 P.O. Box 6327
 Tallahassee, FL 32314

Street Address:
 Division of Corporations
 409 E. Gaines St.
 Tallahassee, FL 32399

FILING FEES:

For each Limited Partnership:	\$52.50 (If merger filed pursuant to s. 608.4382, \$25.00)
For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each General Partnership:	\$25.00
All Others:	No Charge

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
see attached Exhibit C	

SECOND: The exact name and jurisdiction of the surviving party are as follows:

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

THIRD: The terms and conditions of the merger are as follows:

See attached Exhibit C

(Attach additional sheet(s) if necessary)

FILED

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FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

See attached Exhibit C

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

See Attached Exhibit C

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,
Florida Document/Registration Number

N/A

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SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

N/A

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

See attached Exhibit C

EIGHTH: Other provisions, if any, relating to the merger:

See Attached Exhibit C

(Attach additional sheet(s) if necessary)

FILED

EXHIBIT A
TO ARTICLES OF MERGER
OF MASCO CONTRACTOR SERVICES CENTRAL, INC.

2004 DEC 23 4 11:31
CLERK OF STATE
TALLAHASSEE, FLORIDA

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

	<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1.	Badham Insulation, LLC 500 Enterprise Drive Panama City Beach, FL 32408	Virginia	limited liability company

<u>Florida Document/Registration Number:</u>	M96000000066
<u>FBI Number:</u>	54-1932676

	<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
2.	Polar Insulation, LLC 1029 Technology Park Drive Glen Allen, VA 23059	Virginia	limited liability company

<u>Florida Document/Registration Number:</u>	M02000001622
<u>FBI Number:</u>	03-0416425

	<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
3.	D's Insulation, LLC 1029 Technology Park Drive Glen Allen, VA 23059	Virginia	limited liability company

<u>Florida Document/Registration Number:</u>	not qualified in FL
<u>FBI Number:</u>	75-3059606

	<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
4.	Gallatin Insulation Company, LLC 1029 Technology Park Drive Glen Allen, VA 23059	Virginia	limited liability company

<u>Florida Document/Registration Number:</u>	not qualified in FL
<u>FBI Number:</u>	20-1093463

	<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
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TALLAHASSEE, FLORIDA

5. U-Save Insulation and Fireplace of N.C., LLC Virginia limited liability company
1029 Technology Park Drive
Glen Allen, VA 23059

Florida Document/Registration Number: not qualified in FL
FBI Number: 14-1858865

Name and Street Address Jurisdiction Entity Type

6. L & H Insulation, LLC Virginia limited liability company
7308 Hanover Green Drive
Mechanicsville, VA 23111

Florida Document/Registration Number: not qualified in FL
FBI Number: 54-1889995

Name and Street Address Jurisdiction Entity Type

7. Spokane Insulation, LLC Virginia limited liability company
1029 Technology Park Drive
Glen Allen, VA 23059

Florida Document/Registration Number: not qualified in FL
FBI Number: 54-2024476

Name and Street Address Jurisdiction Entity Type

8. Washington Insulation, Inc. Washington corporation
21001 Van Born Road
Taylor, MI 48180

Florida Document/Registration Number: not qualified in FL
FBI Number: 91-1041623







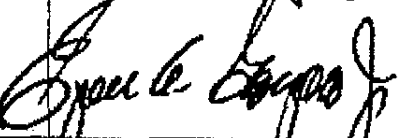
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EXHIBIT B
TO ARTICLES OF MERGER
OF MASCO CONTRACTOR SERVICES CENTRAL, INC.

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SEC. OF STATE
TALLAHASSEE, FLORIDA

ELEVENTH: Signatures for each party

Name of Entity	Signature(s)	Typed or Printed Name of Individual
Masco Contractor Services Central, Inc.		Name: Eugene A. Gargaro, Jr. Its: Vice President
Badham Insulation, LLC		By: Masco Contractor Services Central, Inc. Its: Sole Member By: Name: Eugene A. Gargaro, Jr. Its: Vice President
Polar Insulation, LLC		By: Masco Contractor Services Central, Inc. Its: Sole Member By: Name: Eugene A. Gargaro, Jr. Its: Vice President
D's Insulation, LLC		By: Masco Contractor Services Central, Inc. Its: Sole Member By: Name: Eugene A. Gargaro, Jr. Its: Vice President
Gallatin Insulation Company, LLC		By: Masco Contractor Services Central, Inc. Its: Sole Member By: Name: Eugene A. Gargaro, Jr. Its: Vice President
U-Save Insulation and Fireplace of N.C., LLC		By: Masco Contractor Services Central, Inc. Its: Sole Member By: Name: Eugene A. Gargaro, Jr. Its: Vice President
L & H Insulation, LLC		By: Masco Contractor Services Central, Inc. Its: Sole Member By: Name: Eugene A. Gargaro, Jr. Its: Vice President

Spokane Insulation, LLC		By: Masco Contractor Services Central, Inc. Its: Sole Member
 Washington Insulation, Inc.		By: Name: Eugene A. Gargaro, Jr. Its: vice President Name: Eugene A. Gargaro, Jr. Its: vice President

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(Corporations require the signature of the Chairman, Vice Chairman, President or any officer.)

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EXHIBIT C
TO ARTICLES OF MERGER
OF MASCO CONTRACTOR SERVICES CENTRAL, INC.

2004 DEC 23 A 11:53

PLAN OF MERGER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The exact name and jurisdiction of each merging party are as follows:

- | | | |
|----|--|------------|
| 1. | Badham Insulation, LLC | Virginia |
| 2. | Polar Insulation, LLC | Virginia |
| 3. | D's Insulation, LLC | Virginia |
| 4. | Gallatin Insulation Company, LLC | Virginia |
| 5. | U-Save Insulation and Fireplace of N.C., LLC | Virginia |
| 6. | L & H Insulation, LLC | Virginia |
| 7. | Spokane Insulation, LLC | Virginia |
| 8. | Washington Insulation, Inc. | Washington |

THIRD: The terms and conditions of the merger are as follows:

1. Badham Insulation, LLC, a Virginia limited liability company; Polar Insulation, LLC, a Virginia limited liability company; D's Insulation, LLC, a Virginia limited liability company; Gallatin Insulation Company, LLC, a Virginia limited liability company; U-Save Insulation and Fireplace of N.C., LLC, a Virginia limited liability company; L & H Insulation, LLC, a Virginia limited liability company; Spokane Insulation, LLC, a Virginia limited liability company; and Washington Insulation, Inc., a Washington corporation (collectively, the "Merging Companies"), and Masco Contractor Services Central, Inc., a Florida corporation (the "Surviving Corporation"), shall on the effective date be merged into a single corporation in accordance with the applicable provisions of the Florida Business Corporation Act and the provisions of the laws of States of Virginia and Washington by the Merging Companies merging with and into the Surviving Corporation, which shall be the surviving corporation.

2. The separate existence of the Merging Companies shall cease on the effective date and the existence of the Surviving Corporation shall continue unaffected and unimpaired by the merger with all of the rights, privileges, immunities and powers and subject to all of the duties and liabilities of a corporation organized under the Florida Business Corporation Act.

3. Simultaneously with the merger becoming effective, the Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of the Surviving Corporation until the same shall be altered or amended as therein provided or as provided by law.

4. Simultaneously with the merger becoming effective, the Bylaws of the Surviving Corporation shall be and remain the Bylaws of the Surviving Corporation until altered, amended or repealed as therein provided or as provided by law.

5. The directors and officers of the Surviving Corporation in office on the effective date shall continue in office and shall constitute the directors and officers of the Surviving Corporation for the term elected or appointed and qualified. Should a vacancy on the Board of Directors or any office of the Surviving Corporation exist on the effective date, such vacancy may be filled in the manner provided by the Bylaws of the Surviving Corporation.

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6. From and after the effective date, all the rights, privileges, powers and franchises and all property, contracts, money and assets of every kind and description; including without limitation, all insurance policies, employment agreements, non-compete agreements, confidentiality agreement, non-solicitation agreement, patents, trademarks, trade names, licenses and registrations and the good will relating to any of the foregoing of the Merging Companies shall be vested in, and be held and enjoyed by, the Surviving Corporation without further act or deed. All the estates and interests of every kind of the Merging Companies; including without limitation, all debts due to it on whatever account, shall be as effectively the property of the Surviving Corporation as they were of the Merging Companies prior to the merger. The title to any real estate vested by deed or otherwise in the Merging Companies shall not revert or be in any way impaired by reason of the merger. All rights of creditors and all liens upon any property belonging to the Merging Companies prior to the merger shall henceforth attach to the same property of the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred by the Surviving Corporation.

REC'D BY D
LLABASPE,

7. The merger shall become effective on January 1, 2005.

FOURTH:

A. The manner of basis of converting the interests, shares, obligations, or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Each Common Share of Washington Insulation, Inc. issued and outstanding at the effective date of the merger, and each authorized and unissued share of Washington Insulation, Inc. and all rights in respect thereof shall, by virtue of the merger and without any action on the part of the holder of such Common Shares, no longer be outstanding and shall be cancelled and retired and cease to exist without any consideration, and shall not be converted into stock of the Surviving Corporation or the right to receive cash or any other consideration.

Each Membership Interest of Badham Insulation, LLC, Polar Insulation, LLC, D's Insulation, LLC, Gallatin Insulation Company, LLC, U-Save Insulation and Fireplace of N.C., LLC, L & H Insulation, LLC and Spokane Insulation, LLC issued and outstanding at the effective date of the merger, and all rights in respect thereof shall, by virtue of the merger and without any action on the part of the holder of such Membership Interest, no longer be outstanding and shall be cancelled and retired and cease to exist without any consideration, and shall not be converted into stock of the Surviving Corporation or the right to receive cash or any other consideration.

Each Common Share of the Surviving Corporation issued and outstanding on the effective date of the merger, and each authorized and unissued share held and all rights in respect thereof shall, by virtue of the merger and without any action on the part of the holder thereof, continue to be issued and outstanding immediately after the effective date of the merger without alteration or change.

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B. The manner and basis of converting rights to acquire interest, shares, obligations or other securities of each merged party into rights to acquire interests, share, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

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Any rights to acquire interests, shares, obligations or other securities of the Merging Companies into rights to acquire interests, shares, obligations or other securities of the Surviving Corporation on the effective date of the merger, shall be cancelled, retired and cease to exist without any consideration, and shall not be converted into stock of the Surviving Corporation or the right to receive cash or any other consideration.

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

VIRGINIA The Plan of Merger was adopted by each domestic limited liability company party to the merger in accordance with § 13.1-1071 of the Virginia Limited Liability Company Act.

WASHINGTON The Plan of Merger was adopted by each domestic corporation party to the merger in accordance with § 23B.11.030 of the Washington Business Corporation Act.

EIGHTH: Other provisions, if any, relating to the merger:

If the Plan of Merger is effected, shareholders dissenting therefrom may be entitled to be paid the fair value of their shares if they comply with the provisions of the Florida Business Corporation Act regarding appraisal rights.

MASCO CONTRACTOR SERVICES CENTRAL, INC. hereby appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is a party to the merger.