

P93000088397

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

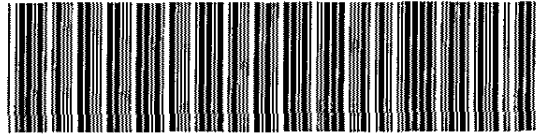
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

05 AUG 10 PM 4:43

FILED

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

05 AUG 10 PM 3:59

RECEIVED

*Merger*

C. Coulllette AUG 10 2005

CT CORPORATION

August 10, 2005

Department of State, Florida  
409 East Gaines Street  
Tallahassee FL 32399

Re: Order #: 6428222 SO  
Customer Reference 1:  
Customer Reference 2:

Dear Department of State, Florida:

Please obtain the following:

Masco Contractor Services Central, Inc. (FL)  
Merger (Survivor)  
Florida

Masco Contractor Services Central, Inc. (FL)  
Obtain Document - Misc - ~~Cert Re Merger~~ Pro-Side, Inc. into Masco Contractor  
Services Central, Inc.  
Florida


Masco Contractor Services Central, Inc. (FL)  
Obtain Document - Misc - ~~Certified Copy of Merger~~ Pro-Side, Inc., into Masco  
Contractor Services Central, Inc.  
Florida

Masco Contractor Services Central, Inc. (FL)  
Certificate of Status/Authorization-Domestic  
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

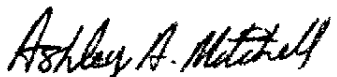
If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

1203 Governors Square Boulevard  
Tallahassee, FL 32301-2960  
Tel. 850 222 1092  
Fax 850 222 7615

Thanks!  
Annette!  


CT CORPORATION

Sincerely,



Ashley A. Mitchell  
Fulfillment Specialist  
Ashley\_Mitchell@cch-lis.com

1203 Gouvernois Square Boulevard  
Tallahassee, FL 32301-2960  
Tel. 850 222 1092  
Fax 850 222 7615

**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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Masco Contractor Services Central, Inc.	Florida	P93000088397

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Pro-Side, Inc.	Michigan	
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 TALLAHASSEE, FLORIDA

**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** \_\_\_\_\_ (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 June 19, 2005

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ 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 June 19, 2005

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

*(Attach additional sheets if necessary)*



**PLAN OF MERGER**  
**(Non Subsidiaries)**

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

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

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

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

<u>Name</u>	<u>Jurisdiction</u>
Pro-Side, Inc.	Michigan
_____	_____
_____	_____
_____	_____
_____	_____

**Third:** The terms and conditions of the merger are as follows:

See attached Exhibit A.

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See attached Exhibit A.

*(Attach additional sheets if necessary)*

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

See attached Exhibit A.

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

**THIRD:** The terms and conditions of the merge are as follows:

1. Pro-Side, Inc., a Michigan corporation (the "Merging Corporation") 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 the State of Michigan by the Merging Corporation merging with and into the Surviving Corporation, which shall be the surviving corporation.

2. The separate existence of the Merging Corporation 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.

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 agreements, non-solicitation agreements, patents, trademarks, trade names, licenses and registrations and the good will relating to any of the foregoing of the Merging Corporation 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 Corporation; 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 Corporation prior to the merger. The title to any real estate vested by deed or otherwise in the Merging Corporation 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 Corporation 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.

7. The merger shall become effective immediately upon filing.

**FOURTH:**

A. The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property are as follows:

Each Common Share of Pro-Side, Inc. issued and outstanding at the effective date of the merger, and each authorized and unissued share of Pro-Side, 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 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.

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

Any right to acquire interests, shares, obligations or other securities of the Merging Corporation 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.

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

MICHIGAN The Plan of Merger was adopted by each domestic corporation party to the merger in accordance with the provisions of Act 284, Public Acts of 1972 .

**SIXTH:** 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.