

P93000088397

Florida Department of State
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SECRETARY OF STATE
JALLAHASSEF, FLORIDA

05 DEC 13 AM 11:45

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE
MASCO CONTRACTOR SERVICES CENTRAL, INC.

EFFECTIVE DATE
01-01-06

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12-13-05

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)
Cary Commercial Corporation	Delaware	Not qualified in Florida
SCE Services, Inc.	Delaware	Not qualified in Florida

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EFFECTIVE DATE
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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 1 / 1 / 2006 (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 12-1-2005

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 12-1-2005

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
MERCING
CARY COMMERCIAL CORPORATION,
A Delaware Corporation
AND
SCE SERVICES, INC.,
A Delaware Corporation
into
MASCO CONTRACTOR SERVICES CENTRAL, INC.,
A Florida Corporation**

RECITALS

A. Cary Commercial Corporation and SCE Services, Inc. are corporations duly organized and validly existing under the laws of the State of Delaware.

B. Masco Contractor Services Central, Inc. is a corporation duly organized and validly existing under the laws of the State of Florida.

D. The boards of directors and the shareholders of each corporation have by resolution unanimously approved this Plan of Merger and declared it advisable and in the best interests of their respective entities that the Merging Companies (as hereafter defined) merge with and into Masco Contractor Services Central, Inc., which shall be the surviving corporation, in the manner and upon the terms and conditions hereinafter set forth and with the effect provided by and pursuant to the applicable provisions of (i) Section 332 of the Internal Revenue Code, as amended and (ii) the Florida Business Corporation Act and the laws of the State of Delaware, which laws permit the merger herein contemplated.

Therefore, it is agreed that the Merging Companies shall merge with and into Masco Contractor Services Central, Inc. as follows:

1. Cary Commercial Corporation, a Delaware corporation and SCE Services, Inc., a Delaware corporation (the "Merging Companies"), and Masco Contractor Services Central, Inc., a Florida corporation (the "Surviving Corporation"), shall on the Effective Date (as herein after defined) 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 States of Delaware by the Merging Companies merging with and into the Masco Contractor Services Central, Inc., 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 Masco Contractor Services Central, Inc. 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 Masco Contractor Services Central, Inc. 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 Masco Contractor Services Central, Inc. 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. The mode of carrying the merger into effect shall be as follows:

Each Common Share of Cary Commercial Corporation issued and outstanding at the Effective Date of the merger, and each authorized and unissued share of Cary Commercial Corporation 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 SCE Services, Inc. issued and outstanding at the Effective Date of the merger, and each authorized and unissued share of SCE Services, 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.

7. 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 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.

8. The Merging Companies agree to the extent permitted by law, 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 or delivered, all such deeds and instruments, and to take or cause to be taken, such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm the Surviving Corporation title to, and possession of, any property, bank accounts, assets or rights of the Merging Companies acquired by reason of or as a result of the merger herein provided for, and otherwise to carry out the intent and purposes hereof. The proper officers and directors of the Merging Companies immediately preceding the merger and the then current proper officers and directors of the Surviving Corporation are authorized, in the name of the Merging Companies and the Surviving Corporation, or otherwise, to take any and all such action.

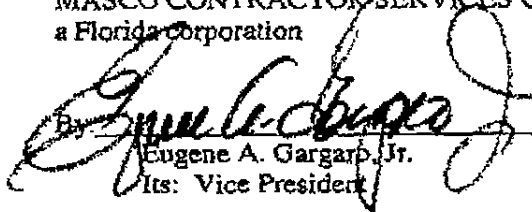
9. The Merging Companies and the Surviving Corporation shall take or cause to be taken all action, or do or cause to be done all things necessary, proper, or advisable under the Florida Business Corporation Act and the laws of the State of Delaware to consummate the merger and to make the merger effective.

10. Anything herein to the contrary notwithstanding, this Plan of Merger may be abandoned at any time prior to the Effective Date by action of the boards of directors and shareholders of the Merging Companies and the Surviving Corporation, acting for any reason or for no reason. In the event of such termination and abandonment, this Plan of Merger shall become void and have no further effect without any liability on the part of the Merging Companies or the Surviving Corporation or the shareholders or directors of such entities. The boards of directors and shareholders of the Merging Companies or the Surviving Corporation may make amendments or changes to this Plan of Merger, provided that any amendment or change shall not materially or adversely affect the shareholders of any constituent entity.

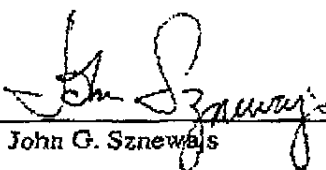
11. The merger shall become effective on January 1, 2006 (the "Effective Date").

SURVIVING CORPORATION:

MASCO CONTRACTOR SERVICES CENTRAL, INC.,
a Florida corporation

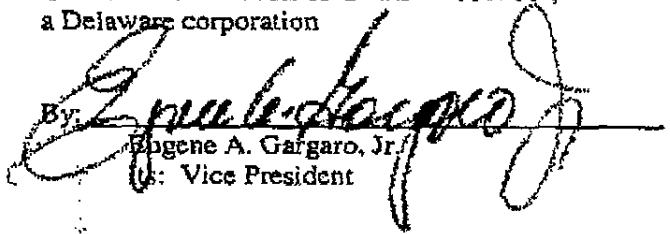
By: 
Eugene A. Gargap, Jr.
Its: Vice President

Attest:

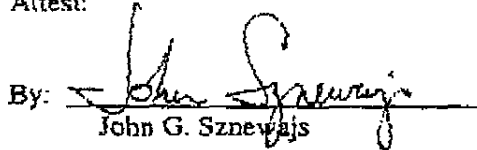
By: 
John G. Szniewals

MERGING COMPANIES:

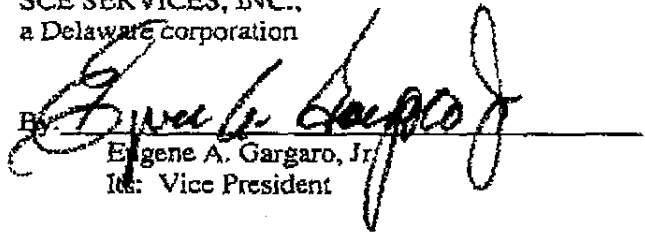
CARY COMMERCIAL CORPORATION,
a Delaware corporation

By: 
Eugene A. Gargaro, Jr.
Vice President

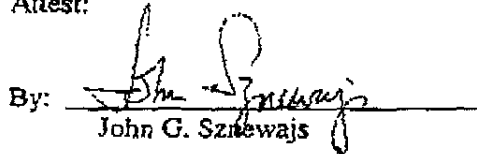
Attest:

By: 
John G. Sznewajs

SCE SERVICES, INC.,
a Delaware corporation

By: 
Eugene A. Gargaro, Jr.
Vice President

Attest:

By: 
John G. Sznewajs

Dated: Effective as of January 1, 2006