

P93000088397

(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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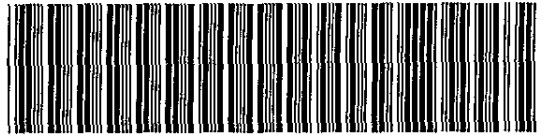
(Business Entity Name)

(Document Number)

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DIVISION OF CORP CREATION

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02 DEC 27 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/30/02
Merge
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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

WILLIAMS CONSOLIDATED, INC., a nonqualified Texas corp.

INTO

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

File date: December 27, 2002

Corporate Specialist: Susan Payne

CT CORPORATION

December 27, 2002

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

Re: Order #: 5755429 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

MASCO CONTRACTOR SERVICES CENTRAL, INC. (FL)
Merger (Survivor)
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

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

Sincerely,

Ashley A Mitchell
Fulfillment Specialist
Ashley_Mitchell@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
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>
Masco Contractor Services Central, Inc.	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Williams Consolidated, Inc.	Texas
_____	_____
_____	_____
_____	_____
_____	_____

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SECRETARY OF STATE
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 _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on 12/11/02 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 12/11/02

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)

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER dated as of December 10, 2002, among Masco Contractor Services Central, Inc., a Florida corporation (the "Surviving Corporation") and Williams Consolidated, Inc., a Texas 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 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 provisions of the laws of the State of Texas, the Merging Corporation shall be merged with and into the Surviving Corporation.

ARTICLE II

The Merger shall be effective as of the date of filing of the Articles of Merger with the Secretary of State of the State of Texas ("Effective Date").

ARTICLE III

The Merger shall be effected in accordance with Section 368 of the Internal Revenue Code.

ARTICLE IV

The Articles of Incorporation of the Surviving Corporation will be amended immediately prior to the Merger in the manner approved by the sole shareholder of the Surviving Corporation. The name of the Surviving Corporation will remain the same.

ARTICLE V

On the Effective Date, the managers 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 membership interests 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.

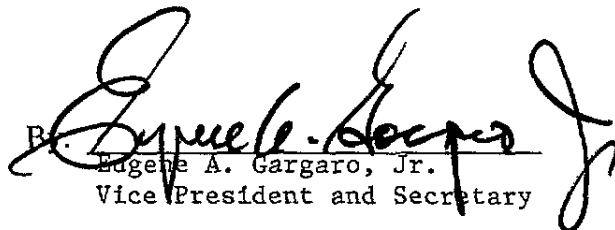
ARTICLE VII

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.

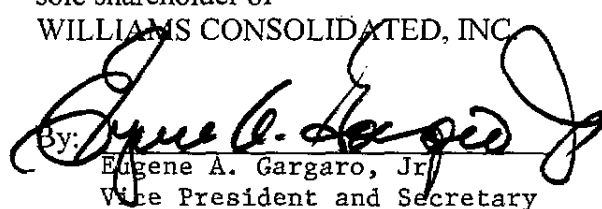
All rights of creditors and all liens upon the property of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Merging Corporation shall then be attached to the Surviving Corporation and may be enforced against it to the same extent as if the debts,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


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

MASCO CONTRACTOR SERVICES
CENTRAL, INC. a Florida corporation,
sole shareholder of
WILLIAMS CONSOLIDATED, INC.


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