

P94000092009

Florida Department of State  
Division of Corporations  
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MERGER OR SHARE EXCHANGE  
F.I. DIAMOND MANAGEMENT, INC.

Certificate of Status	0
Certified Copy	1
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EFFECTIVE DATE  
Jan 01, 2014

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**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, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
<u>F.I. Diamond Management, Inc.</u>	<u>Florida</u>	<u>P94000092009</u>

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
<u>Benada Aluminum of Florida, Inc.</u>	<u>Florida</u>	<u>P94000092012</u>
<u>Diamond Enterprises S. Florida, Inc.</u>	<u>Florida</u>	<u>P94000092013</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 01 / 01 / 2014 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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 December 24, 2013.

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 December 24, 2013.

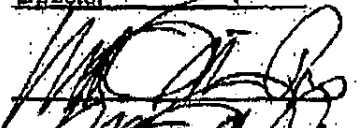
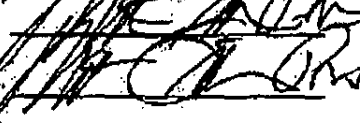
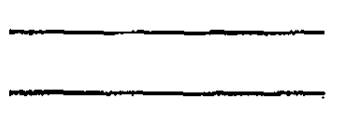
The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

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**Seventh: SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
<u>F.I Diamond Management, Inc.</u>		<u>Monte Friedkin, President</u>
<u>Benada Aluminum of Florida, Inc.</u>		<u>Monte Friedkin, President</u>
<u>Diamond Enterprises S. Florida, Inc.</u>		<u>Monte Friedkin, President</u>
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**AGREEMENT AND PLAN OF MERGER**

This AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into as of December 26, 2013 by and between BENADA ALUMINUM OF FLORIDA, INC., a Florida corporation and DIAMOND ENTERPRISES S. FLORIDA, INC., a Florida corporation (the "Non-Surviving Entities"), and F.I. DIAMOND MANAGEMENT, INC. f/k/a F.I. Management, Inc., a Florida corporation (the "Surviving Entity").

WHEREAS, the Non-Surviving Entities and the Surviving Entity wish to enter into a plan of merger, pursuant to which the Non-Surviving Entities will merge with and into the Surviving Entity.

NOW THEREFORE, in consideration of the premises and mutual covenants set forth below, the parties agree as follows:

Non-Surviving Entities. The names and jurisdictions of formation of the Non-Surviving Entities are as follows:

<u>Name of Entity</u>	<u>State of Formation</u>
BENADA ALUMINUM OF FLORIDA, INC.	Florida
DIAMOND ENTERPRISES S. FLORIDA, INC.	Florida

Surviving Entity: The name and jurisdiction of formation of the Surviving Entity is as follows:

<u>Name of Entity</u>	<u>State of Formation</u>
F.I. DIAMOND MANAGEMENT, INC.	Florida

The Merger. Subject to the terms and conditions of this Agreement and in accordance with the provisions of the Florida Business Corporation Act (the "Act"), at the Effective Date (as hereinafter defined), the Non-Surviving Entities shall merge (the "Merger") with and into the Surviving Entity. Upon consummation of the Merger, the separate existence of the Non-Surviving Entities shall cease and the Surviving Entity shall be the sole surviving entity of the Merger.

Effective Date and Time of the Merger. The Merger shall become effective as of 12:01 a.m. January 1, 2014 by filing of Articles of Merger with the Secretary of State of the State of Florida (the "Effective Date").

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Treatment of Shares.

Each Share of the Non-Surviving Entities existing immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, or any consideration being tendered thereto, be cancelled and retired and cease to exist, without any conversion thereof.

Each Share of the Surviving Entity, regardless of class, issued and outstanding immediately prior to the Effective Time shall continue to exist without any action on the part of the holder thereof. The total Shares outstanding post-conversion are 1,000 Class A Voting shares and 9,000 Class B Non-Voting shares.

Effects of the Merger. At and after the Effective Date, the Merger shall have the effects set forth in the Act.

Organizational Documents of the Surviving Entity. Upon the Effective Date, the Articles of Incorporation and other organizational documents of the Surviving Entity in effect immediately prior to the Merger shall be the Articles of Incorporation and other organizational documents of the Surviving Entity.

Governing Law. This Agreement shall be governed by the laws of the State of Florida.

Counterparts. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, and all of which together shall constitute one and the same instrument.


*[Signatures appear on following page]*

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IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the date first written above.

**NON-SURVIVING ENTITIES:**

BENADA ALUMINUM OF FLORIDA,  
INC., a Florida corporation

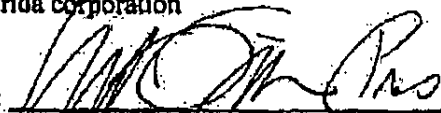
By:   
Monte Friedkin, President

DIAMOND ENTERPRISES S. FLORIDA,  
INC., a Florida corporation

By:   
Monte Friedkin, President

**SURVIVING ENTITY:**

F.I. DIAMOND MANAGEMENT, INC., a  
Florida corporation

By:   
Monte Friedkin, President