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PROVIDING  
LEGAL & FINANCIAL SERVICES

OFFERING

AUTHORIZATION

*Patricia Pyjett*

STATE LIMIT

ORIGIN DATE

ORDER TIME

ORDER NO.

CUSTOMER NO.

18000015011618

CUSTOMER: Jeffrey R. Fuller, Esq.  
FULLER TWINKLE &  
HOLCOMB, P.A.  
10100 2050  
100 N. Third Street  
Tampa, FL 33604

DOMESTIC FILING

NAME: SOUTHERN D & R HARDWARE,  
INC.

XX ARTICLE OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

FILED  
95 SEP 22 PM 1:48  
SECRET  
TALLAHASSEE, FLORIDA

T. BROWN SEP 22 1995

ARTICLES OF INCORPORATION  
OF  
SOUTHERN DOOR & HARDWARE, INC.

FILED  
95 SEP 22 PM 1:48  
TAMPA FLORIDA

The undersigned, acting as the incorporator of Southern Door & Hardware, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

Southern Door & Hardware, Inc.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal business office and mailing address of the corporation is:

1707 North A Street  
Tampa, Florida 33679

ARTICLE III. CAPITAL STOCK

The number of shares of capital stock that the corporation is authorized to issue is 100,000 shares of common stock, having a par value of \$1.00 per share.

ARTICLE IV. INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The name and street address of the initial director is Cesar Maldonado, 1501 East Harrison Street, Harlingen, TX 78550.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 100 North Tampa Street, Suite 2650, Tampa, Florida 33602, and the name of the corporation's initial registered agent at the address is Jeffery M. Fuller.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator is:

Jeffery M. Fuller  
100 North Tampa Street, Suite 2650  
Tampa, Florida 33602

EXECUTION DATE: September 21, 1995

  
\_\_\_\_\_  
Jeffery M. Fuller  
as incorporator

lr\kautsman\ARTICLES

SOUTHERN DOOR & HARDWARE, INC.


ACCEPTANCE OF REGISTERED AGENT

Pursuant to Sections 48.091 and 607.0501, Florida Statutes,  
the following is submitted:

That Southern Door & Hardware, Inc., desiring to organize as a corporation under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Incorporation, at 100 North Tampa Street, Suite 2650, Tampa, Florida 33602, has named Jeffery M. Fuller as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for Southern Door & Hardware, Inc., at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Section 607.0501, Florida Statutes.

EXECUTION DATE: September 21, 1995

  
Jeffery M. Fuller

lr\kautzman\articles

FILED  
95 SEP 22 PM 1:48  
TALLAHASSEE  
FLORIDA

P95000073511

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

SOUTHERN DOOR & HARDWARE, INC., a Florida corporation (Document  
#P95000073511)

INTO

PERFORMANCE DOOR AND HARDWARE, INC., a Delaware corporation not  
qualified in Florida.

File date: September 30, 1997

Corporate Specialist: Louise Flemming-Jackson

LITTLE, PEDERSEN, FANKHAUSER & COX, L.L.P.

901 MAIN STREET  
SUITE 6050  
DALLAS, TEXAS 75202

TELEPHONE 214 573-2400  
FAX 214 573-2401

Writer's Direct Dial  
(214) 573-2315

September 29, 1997

VIA FEDERAL EXPRESS

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

FEDERAL EXPRESS  
1000 W. 10TH STREET  
FORT WORTH, TEXAS 76102  
\*\*\*\*\*

Re: Merger of Performance Door and Hardware, Inc. and Southern Door & Hardware, Inc.

Dear Clerk:

Enclosed please find the following items:

1. Executed original Plan of Merger and Articles of Merger.
2. Our firm's check for filing the merger documents.

Please file the enclosed documents to effect the merger of Performance Door and Hardware, Inc. and Southern Door & Hardware, Inc. Please return the certificate of merger and certified merger documents to me.

Thank you for your assistance in this matter.

Sincerely,

*Elizabeth Helm*  
Elizabeth Helm

Enclosures

cc: Fred C. Pedersen (w/out enclosures)

FILED  
97 SEP 30 AM 11:33  
TALLAHASSEE  
FLORIDA

*16-20*  
*115*  
*117 77*

ARTICLES OF MERGER  
OF  
PERFORMANCE DOOR AND HARDWARE, INC.

FILED

97 SEP 30 AM 11:38

CLERK OF DISTRICT COURT  
JULIA A. ...

AND  
SOUTHERN DOOR & HARDWARE, INC.

Pursuant to the provisions of Section 252 of the General Corporation Law of the State of Delaware, as amended (the "DGCL") and Section 607.1105 of the Florida Business Corporation Act (the "FBCA"), Performance Door and Hardware, Inc., a Delaware corporation ("PDH"), and Southern Door & Hardware, Inc., a Florida corporation ("SDH"), adopt the following Articles of Merger to effect a merger in accordance with the provisions of Section 252 of the DGCL and Section 607.1107 of the FBCA:

ARTICLE I

The Plan of Merger (the "Plan of Merger") that has been approved by each of the parties thereto in the manner prescribed by their constituent documents and the DGCL is set forth in Exhibit A attached hereto and incorporated herein by reference. The Plan of Merger was adopted by the shareholders of PDH and SDH on September 24, 1997. An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of such corporations in accordance with DGCL Section 252. The effective date of the merger shall be September 30, 1997.

ARTICLE II

The name of the surviving corporation is Performance Door and Hardware, Inc..

ARTICLE III

The articles of incorporation of PDH, as in effect immediately prior to the filing of these Articles of Merger, shall be the articles of incorporation of the surviving corporation.

ARTICLE IV

A copy of the Merger Agreement is on file at the office of PDH at 400 East Pioneer Drive, Irving, Texas 75061.

A copy of the Merger Agreement will be furnished by PDH, on request and without

cost, to any stockholder of SDH

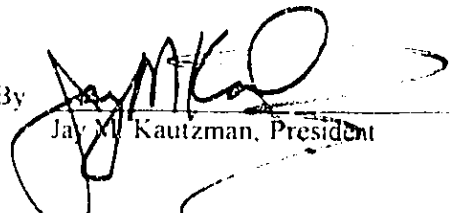
#### ARTICLE V

The authorized capital stock of SDH is 100,000 shares of common stock having a par value of \$1.00 per share

Dated September 24, 1997

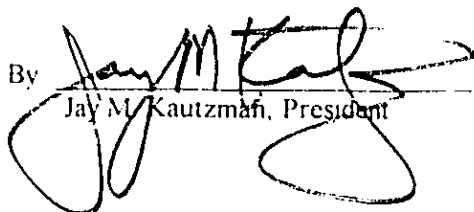
#### PERFORMANCE DOOR AND HARDWARE, INC.

By

  
Jay M. Kautzman, President

SOUTHERN DOOR & HARDWARE, INC.

By

  
Jay M. Kautzman, President



## PLAN OF MERGER

PLAN OF MERGER approved as of September 24, 1997 by Performance Door and Hardware, Inc. ("PDH"), a Delaware corporation, and Southern Door & Hardware, Inc. ("SDH"), a Florida corporation

1. PDH and SDH shall, pursuant to the provisions of the Delaware General Corporation Law ("DGCL"), be merged with and into a single corporation, to wit, PDH, which shall be the surviving corporation from and after the effective time of the merger (the "surviving corporation"), and which shall continue to exist as the surviving corporation under the name of Performance Door and Hardware, Inc. pursuant to the provisions of the DGCL. The separate existence of SDH shall cease at the effective time of the merger in accordance with the provisions of the DGCL, which effective time shall be the date of the issuance of a Certificate of Merger by the office of the Secretary of State of the State of Delaware.

2. The Certificate of Incorporation of PDH in effect at the effective time of the merger shall continue to be the Certificate of Incorporation of the surviving corporation until amended and changed pursuant to the provisions of the DGCL.

3. The bylaws of PDH in effect at the effective time of the merger will be the bylaws of the surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the DGCL.

4. The directors and officers of PDH shall be the officers and directors of the surviving corporation, to hold such directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of SDH shall, at the effective time of the merger, be exchanged for .02 shares of the common stock, \$ 600 par value, of PDH. The issued shares of PDH shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

6. PDH will assume all debts and obligations of SDH.

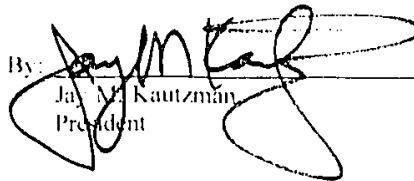
7. The Plan of Merger herein made and approved shall be submitted to the shareholders of PDH and SDH for their approval or rejection in the manner prescribed by the provisions of the DGCL.

8. In the event that this Plan of Merger shall have been fully approved and adopted on behalf of PDH and SDH in accordance with the provisions of the DGCL, such corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Delaware and that they will cause to be performed all necessary acts within the State of Delaware and elsewhere to effectuate the merger herein provided for.

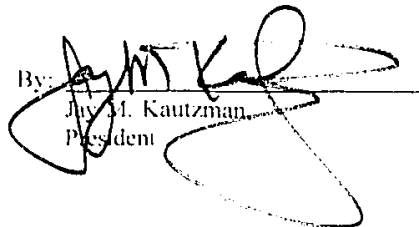
provided for.

9. The Boards of Directors and the proper officers of PDH and SDH are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

**PERFORMANCE DOOR AND  
HARDWARE, INC.**

By:   
Jay M. Kautzman  
President

**SOUTHERN DOOR & HARDWARE,  
INC.**

By:   
Jay M. Kautzman  
President