

P95000074951



ACCOUNT NO. : 072100000032

REFERENCE : 654530 7112677

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pyzdek

FILED
97 DEC 31 PM 3:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : December 31, 1997

ORDER TIME : 10:53 AM

ORDER NO. : 654530-005

CUSTOMER NO: 7112677

900002387059--6

CUSTOMER: Mr. Jeffrey S. Hoffman
Wilson & Johnson, P.a.
821 5th Avenue South
Mezanine Level
Naples, FL 33940

ARTICLES OF MERGER

PARAMOUNT COATINGS, INC.

INTO

ARTISANS' GUILD CUSTOM
CABINETRY INC.

Merger

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

V8 DEC 31 1997

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS: _____

RECEIVED
97 DEC 31 AM 11:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

P95000074951

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

PARAMOUNT COATINGS, INC., a Florida corporation, L72805

INTO

ARTISAN'S GUILD CUSTOM CABINETRY, INC., a Florida corporation,
P95000074951.

File date: December 31, 1997

Corporate Specialist: Velma Shepard

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER
OF
PARAMOUNT COATINGS, INC.
WITH AND INTO
ARTISANS' GUILD CUSTOM CABINETRY INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Section 607.1101 of the Florida Business Corporation Act, the undersigned corporations, PARAMOUNT COATINGS, INC., a Florida corporation, and ARTISANS' GUILD CUSTOM CABINETRY INC., a Florida corporation, adopt the following Articles of Merger for the purpose of merging PARAMOUNT COATINGS, INC. into ARTISANS' GUILD CUSTOM CABINETRY INC.

PLAN OF MERGER

1. The Plan of Merger setting forth the terms and conditions of the merger of PARAMOUNT COATINGS, INC. into ARTISANS' GUILD CUSTOM CABINETRY INC. is attached to these Articles as an exhibit and are incorporated herein by reference.

ADOPTION OF PLAN

2. As to PARAMOUNT COATINGS, INC.:

A. There are five hundred (500) shares of voting, common stock, each with no par value, issued and outstanding that were entitled to vote on the Plan of Merger. All five hundred (500) shares were voted in favor of the Plan of Merger and no shares were voted against the Plan of Merger. Said vote was by written consent in lieu of a special meeting of the Shareholders of PARAMOUNT COATINGS, INC. held December 19, 1997; and

B. The Plan of Merger was unanimously approved by the Board of Directors of PARAMOUNT COATINGS, INC. by written consent in lieu of special meeting of the Board executed on December 19, 1997.

3. As to ARTISANS' GUILD CUSTOM CABINETRY INC.:

A. There are one hundred (100) shares of voting, common stock, each with no par value of ARTISANS' GUILD CUSTOM CABINETRY INC. issued and outstanding that were entitled to vote on the Plan of Merger and no shares were voted against the Plan of Merger. All one hundred (100) shares were voted in favor of the Plan of Merger and no shares were voted against the Plan of Merger. Said vote was by written consent in lieu of a special meeting of the Shareholders of ARTISANS' GUILD CUSTOM CABINETRY INC. held on December 19, 1997.

B. The Plan of Merger was unanimously approved by the Board of Directors of ARTISANS' GUILD CUSTOM CABINETRY INC. by written consent in lieu of a special meeting of the Board executed on December 19, 1997.

EFFECTIVE DATE

4. The merger shall be effective on of December 31, 1997.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles to be executed as of December 31, 1997.

PARAMOUNT COATINGS, INC.

By: *Thomas Riley*
Thomas Riley, President

ARTISANS' GUILD CUSTOM CABINETRY INC.

By: *Thomas Riley*
Thomas Riley, President

STATE OF FLORIDA :
COUNTY OF COLLIER :SS.
:

Before me personally appeared Thomas Riley, to me personally known and who executed the foregoing instrument as President of the named corporation, PARAMOUNT COATINGS, INC., and who acknowledged to and before me that he executed said instrument as such President and that said instrument is the free act and deed of said corporation.

WITNESS my hand and official seal, this 19th day of December, 1997.

My Commission Expires:

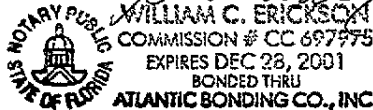

NOTARY PUBLIC
STATE OF FLORIDA
WILLIAM C. ERICKSON
COMMISSION # CC 697975
EXPIRES DEC 28, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

STATE OF FLORIDA :
 :SS
COUNTY OF COLLIER :

Before my personally appeared Thomas Riley, to me personally known and who executed the foregoing instrument as President of the above named corporation, ARTISANS' GUILD CUSTOM CABINETRY INC., and who acknowledged to and before me that he executed said instrument as such Secretary and that said instrument is the free act and deed of said corporation.

WITNESS my hand and official seal, this 19th say of December, 1997.

My Commission Expires:



PLAN OF MERGER
OF
PARAMOUNT COATINGS, INC.
WITH AND INTO
ARTISANS' GUILD CUSTOM CABINETRY INC.

This plan of Merger of PARAMOUNT COATINGS, INC. And ARTISANS' GUILD CUSTOM CABINETRY INC. pursuant to section 607.1101 of the Florida Statutes, and Section 368(a)(1)(A) of the Internal Revenue Code, is adopted as follows:

FIRST: The name of each constituent corporation is as follows:

- (i) PARAMOUNT COATINGS, INC., a Florida corporation; and
- (ii) ARTISANS' GUILD CUSTOM CABINETRY INC., a Florida corporation.

SECOND: As to each constituent corporation, the designation and number of authorized and outstanding shares of each class and series and the voting rights thereof are as follows:

<u>Name of Corporation</u>	<u>Number Shares Authorized</u>	<u>Class and Par Value</u>	<u>Number Shares Outstanding</u>
PARAMOUNT COATINGS, INC.	500	Voting Common, No Par Value	500
ARTISANS' GUILD CUSTOM CABINETRY INC.	100	Voting Common, No Par Value	100

THIRD: Upon filing of the Plan of Merger with the Florida Department of State and the Articles of Merger with the Florida Department of State, all of the issued and outstanding shares of PARAMOUNT COATINGS, INC. shall be canceled without consideration, and the shares of ARTISANS' GUILD CUSTOM CABINETRY INC., the surviving corporation, shall remain the same.

Officer
Director
Shareholder

Number of
Shares Owned

Address

Thomas Riley

100

139 Crown Dr
Naples, Fl 34110

FOURTH: The effective date of the merger shall be the later of December 31, 1997, or the date this Certificate is filed with the Florida Secretary of State.

The foregoing Plan of Merger was duly unanimously adopted by the Shareholders and the Board of Directors by written consent in lieu of a Special Meeting on December 19, 1997.

IN WITNESS WHEREOF, this Plan of Merger was executed on December 19, 1997.

PARAMOUNT COATINGS, INC.

By: Thomas Riley, President 12/20/97

ATTEST:

Paul J. Santora 12/20/97

ARTISANS GUILD CUSTOM CABINETRY INC.

by: Thomas Riley, President 12/20/97

ATTEST:

Paul J. Santora 12/20/97