

12/17/2007 15:33

2562227516

611 CORP

PAGE 81/85

Division of Corporations

PAGE 101

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H07000301186 3)))



H070003011863ABC-

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations

Fax Number : (850) 617-6380

From:

Account Name : C T CORPORATION SYSTEM

Account Number : FCA000000023

Phone : (850) 222-1092

Fax Number : (850) 878-5926

MERGER OR SHARE EXCHANGE

ROSEN BUILDING SUPPLIES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$20.50

\$60.00

RECEIVED
07 DEC 18 2007
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
2007 DEC 17 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

ARTICLES OF MERGER
FOR
FLORIDA LIMITED LIABILITY COMPANY

The following articles of merger are submitted to merge the following Florida Limited Liability Company into the following Florida Profit Corporation in accordance with Sections 607.1109 and 608.4382 of the Florida Statutes.

First. The exact name, form/entity type and jurisdiction for each merging party are as follows:

<u>Name:</u>	<u>Jurisdiction:</u>	<u>Form/Entity Type:</u>
TCY Acquisition LLC	Florida	Limited Liability Company
Rosen Building Supplies, Inc.	Florida	Corporation

Second. The exact name, form/entity type and jurisdiction of the surviving party is follows:

<u>Name:</u>	<u>Jurisdiction:</u>	<u>Form/Entity Type:</u>
Rosen Building Supplies, Inc.	Florida	Corporation

Third. The attached plan of merger was approved by each domestic corporation and limited liability company that is party to the merger in accordance with the applicable provisions of Chapters 607, and/or 608 of the Florida Statutes.

Fourth. N/A

Fifth. The effective date of the merger is the date on which these Articles of Merger are filed with the Department of State of the State of Florida.

Sixth. N/A

Seventh. N/A

Eighth. N/A

[signatures to follow]

NYK 1125410-1 047187.0024

FILED
2007 DEC 17 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Witness Signatures For Each Party:

Witness of Rosen Building Supplies, Inc.

Witness of

Witness of Rosen Building Supplies, Inc.

Rosen Building Supplies, Inc.

Witness of

Rosen Building Supplies, Inc.

TCY Acquisition LLC

Witness of

Steven M. D'Amico, Chief Financial Officer

Witness of TCI Acquisition LLC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2007 DEC 17 PM 12:01

FILED

PLAN OF MERGER

First. The exact name, form/entity type and jurisdiction for each merging party are as follows:

<u>Name:</u>	<u>Jurisdiction:</u>	<u>Form/Entity Type:</u>
Rosen Building Supplies, Inc.	Florida	Corporation
TCY Acquisition LLC	Florida	Limited Liability Company

Second. The exact name, form/entity type and jurisdiction of the surviving party is follows:

<u>Name:</u>	<u>Jurisdiction:</u>	<u>Form/Entity Type:</u>
Rosen Building Supplies, Inc.	Florida	Corporation

Third. The terms and conditions of the merger are as follows:

TCY Acquisition LLC, a Florida limited liability company ("TCY"), shall be merged with and into Rosen Building Supplies, Inc., a Florida corporation (the "Company" or the "Surviving Corporation") on December 17, 2007. On this date, the separate corporate existence of TCY shall cease and the Company shall continue as the surviving corporation (the "Surviving Corporation").

Fourth.

(A) The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

By virtue of the merger and without any action on the part of the holder of any shares of Company common stock or any shares of capital stock of TCY one hundred percent (100%) of the outstanding membership interests of the TCY shall be converted into and become one hundred percent (100%) of the fully paid and nonassessable shares of common stock, par value [\$0.01] per share, of the Surviving Corporation.

(B) The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

Each share of Company common stock that is owned by the Company shall no longer be outstanding and shall automatically be canceled and retired and shall cease to exist, and consideration shall be delivered or deliverable in exchange therefor. All of the issued and outstanding shares of Company common stock shall be converted into the right to receive the

NYK 1135413-2.04Y187.0054

DEC 17 PM 12:01
CLERK OF STATE
TALLAHASSEE, FLORIDA

FILED

merger consideration. All shares of Company common stock shall no longer be outstanding and shall automatically be canceled and retired and shall cease to exist, and each holder of a certificate representing any such shares of Company common stock shall cease to have any rights with respect thereto, except the right to receive the amount payable to such holder upon surrender of the relevant certificate.

Fifth. N/A

Sixth. N/A

Seventh. N/A

Eighth. N/A

NYX 1135413-2,047187,0034

2007 DEC 17 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED