

P96000086588

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I. MILTON WIDEM (1923-2000)

VIA FEDERAL EXPRESS

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*****70.00 *****70.00

June 20, 2001

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

Re: Associated Building Company

Dear Sir or Madam:

Enclosed for filing is a Certificate of Merger Merging Associated Building Company, a Florida Corporation, with and into Associated Merger Corporation, a Connecticut Corporation, along with a check in the amount of \$70.00 for the filing fees. Additionally, enclosed are Articles of Merger and a Joint Resolution of the Board of Directors and Sole Shareholder approving the merger.

Please contact me if there are any problems with the attached documents. I appreciate your attention to this matter.

Very truly yours,

Merger
7-11-01
MJS

Jacqueline Forgione Nezas

Enclosures

FILED
01 JUN 22 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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I. MILTON WIDEM (1923-2000)

VIA FEDERAL EXPRESS

July 6, 2001

Doug Spitler
Document Specialist
Florida Department of State
Divisions of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Associated Building Company
Ref. Number: P96000086588
Letter Number: 501A00039172

Dear Mr. Spitler:

This letter is in response to your letter dated June 28, 2001, regarding the above-referenced corporation. Your letter states that the Certificate of Merger Merging Associated Building Company, a Florida Corporation with and into Associated Merger Corporation, a Connecticut corporation (the "Certificate of Merger") was being returned for the following correction:

"for each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required."

Please be advised that Section D of the Certificate of Merger provides the information you are requesting:

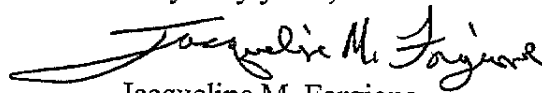
Doug Spitler
July 5, 2001
Page Two

- D. The Board of Directors of Associated FL adopted the Plan of Merger by resolution dated of even date herewith, and the Board of Directors of Associated CT adopted the Plan of Merger by resolution dated of even date herewith.

Note: The "even date herewith" is the date of the Certificate of Merger – June 11, 2001. Therefore, both Associated FL and Associated CT adopted the Plan of Merger on June 11, 2001.

If you have any questions or require further information concerning the above, please contact me at 203-495-6200. Thank you.

Very truly yours,



Jacqueline M. Forgione

Enclosures



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 28, 2001

LAW OFFICES OF BERMAN AND SABLE
ATTN: JACQUELINE FORGIONE NEZAS
195 CHURCH STREET
NEW HAVEN, CT 06510

SUBJECT: ASSOCIATED BUILDING COMPANY
Ref. Number: P96000086588

We have received your document for ASSOCIATED BUILDING COMPANY and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6050.

Doug Spitler
Document Specialist

Letter Number: 501A00039172



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 28, 2001

LAW OFFICES OF BERMAN AND SABLE
ATTN: JACQUELINE FORGIONE NEZAS
195 CHURCH STREET
NEW HAVEN, CT 06510

SUBJECT: ASSOCIATED BUILDING COMPANY
Ref. Number: P96000086588

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Doug Spitler
Document Specialist

Letter Number: 501A00039172

ARTICLES OF MERGER
Merger Sheet

MERGING:

ASSOCIATED BUILDING COMPANY, a Florida corporation, P96000086588

INTO

ASSOCIATED MERGER CORPORATION, a Connecticut entity not qualified in
Florida.

File date: June 22, 2001

Corporate Specialist: Doug Spitler

FILED

01 JUN 22 AM 9:27

ARTICLES OF MERGER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. <u>Associated Building Company</u> <u>62 Apple Hill</u> <u>Wethersfield, Connecticut 06109</u>	<u>Florida</u>	<u>Corporation</u>

Florida Document/Registration Number: P96000086588 FEI Number: 65-0712548

2. <u>Associated Merger Corporation</u> <u>(The Associated Construction Company)</u> <u>1010 Wethersfield Avenue</u> <u>Hartford, Connecticut 06114</u>	<u>Connecticut</u>	
--	--------------------	--

Florida Document/Registration Number: _____ FEI Number: _____

3. _____	_____	_____

Florida Document/Registration Number: _____ FEI Number: _____

4. _____	_____	_____

Florida Document/Registration Number: _____ FEI Number: _____

(Attach additional sheet(s) if necessary)

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the **surviving** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Associated Merger Corporation	Connecticut	Corporation
(The Associated Construction Company)		
1010 Wethersfield Avenue		
Hartford, Connecticut 06114		
Florida Document/Registration Number: _____		FEI Number: _____

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

The date the Articles of Merger are filed with Florida Department of State

~~(Enter specific date. NOTE: Date cannot be prior to the date of filing.)~~

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

[illegible]

(Attach additional sheet(s) if necessary)

**JOINT RESOLUTION BY UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS AND SOLE SHAREHOLDER OF
ASSOCIATED BUILDING COMPANY,
A FLORIDA CORPORATION**

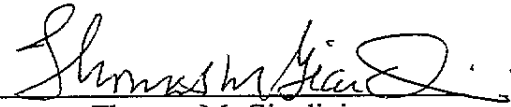
The undersigned, being the board of directors and the sole shareholder of Associated Building Company, a Florida corporation (the "Corporation") hereby waive all formal requirements, including the necessity of holding a formal or informal meeting, and any requirements for notice; and hereby consent in writing to the adoption of the following resolutions, taking said action in lieu of a meeting of the Board of Directors and the sole shareholder:

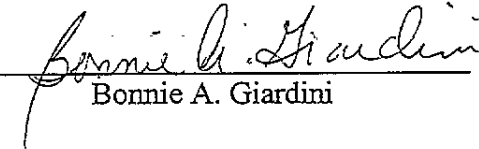
1. RESOLVED: That the Board of Directors approves of a merger of the Company with and into Associated Merger Corporation, a Connecticut corporation, all as more particularly set forth in the attached "Certificate Of Merger Merging Associated Building Company, A Florida Corporation With And Into Associated Merger Corporation, A Connecticut Corporation", which Certificate includes the Plan of Merger (such Certificate and Plan of Merger being referred to herein as the "Plan of Merger").
2. RESOLVED: That the Board of Directors recommends the Plan of Merger to the shareholders of the Company for approval.
3. RESOLVED: That the Board of Directors affirm the facts set forth in the Plan of Merger.
4. RESOLVED: That any notice required in connection with this resolution is hereby waived.

5. RESOLVED: That Thomas M. Giardini is hereby authorized to execute and deliver any agreements, instruments or documents required or deemed appropriate in connection with any of the foregoing, all in such form as he shall consider appropriate under the circumstances, as conclusively evidenced by his signature thereon and the Company shall be bound thereby.

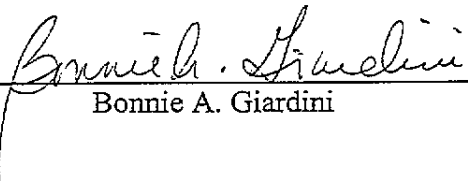
Dated as of the 11th day of June, 2001.

THE ENTIRE
BOARD OF
DIRECTORS


Thomas M. Giardini


Bonnie A. Giardini

THE SOLE
SHAREHOLDER


Bonnie A. Giardini

CERTIFICATE OF MERGER
MERGING
ASSOCIATED BUILDING COMPANY, A FLORIDA CORPORATION
WITH AND INTO
ASSOCIATED MERGER CORPORATION, A CONNECTICUT CORPORATION

A. Associated Building Company, a Florida corporation, shall merge with and into Associated Merger Corporation, a Connecticut corporation, as authorized pursuant to Title 33, Chapter 601 of the Connecticut General Statutes (the "Connecticut Business Corporation Act") in accordance with the terms of the Plan of Merger set forth in section C hereof (such merger is referred to herein as the "Merger"). The initial name of the surviving corporation is Associated Merger Corporation, and such surviving corporation is a Connecticut corporation. The Plan of Merger has been approved by the Board of Directors and Shareholders of (i) Associated Building Company, a Florida corporation, and (ii) Associated Merger Corporation, a Connecticut corporation.

B. The intent of the Merger is (i) to change the domicile of Associated Building Company from a Florida corporation to a Connecticut corporation and (ii) to qualify as a tax-free reorganization under Section 368(a)(1)(A) and 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended. Contemporaneously with the filing of the Plan of Merger, Associated Merger Corporation shall amend its name to The Associated Construction Company.

C. The terms and conditions of the Plan of Merger are as follows:

1. Associated Building Company, a Florida corporation ("Associated FL") shall merge with and into Associated Merger Corporation, a Connecticut corporation ("Associated CT"), pursuant to Section 33-815 and Section 33-821 of the Connecticut Business Corporation Act (Chapter 601 of the General Statutes of Connecticut).

2. Following the Merger, Associated CT shall survive as a corporate entity organized and existing under the laws of the State of Connecticut and Associated FL shall cease to exist as distinct corporate entity.

3. As a result of the Merger, the surviving corporation's name shall be The Associated Construction Company.

4. The Certificate of Incorporation of Associated CT immediately prior to the Merger shall be the Certificate of Incorporation of Associated CT as the surviving corporation after the Merger, without any change or amendment thereto.

5. The Bylaws of Associated CT immediately prior to the Merger shall be the Bylaws of Associated CT as the surviving corporation after the Merger, without any change or amendment thereto.

6. The directors and officers of Associated CT immediately prior to the Merger shall be the directors and officers of Associated CT as the surviving corporation after the Merger, without any change or amendment thereto.

7. As of the effective time of the Merger, by virtue of the Merger and without any action on the part of the Shareholders of Associated FL or Associated CT other than as set forth in this Agreement:

(i) Cancellation of Outstanding Associated FL Shares. All shares of outstanding capital stock in Associated FL shall be cancelled. The owners of shares of outstanding capital stock in Associated FL shall not directly receive shares of capital stock in Associated CT in exchange therefore, but acknowledge that the consideration received is the reorganization and Plan of Merger.

(ii) Shares in Associated CT. The rights of holders of outstanding capital stock in Associated CT shall remain unchanged by the Merger.

8. All of the issued and outstanding shares in Associated FL shall automatically be canceled and extinguished upon the Merger becoming effective.

9. For accounting purposes only, the Merger shall become effective upon the date determined by Associated CT. Otherwise, the Merger shall become effective by operation of law when the Florida Secretary of State (or other appropriate officer) acknowledges receipt of the Plan of Merger.

10. This Merger is pursuant to Florida Statute Section 607.1107.

D. The Board of Directors of Associated FL adopted the Plan of Merger by resolution dated of even date herewith, and the Board of Directors of Associated CT adopted the Plan of Merger by resolution dated of even date herewith.

E. The shareholders of Associated FL adopted the Plan of Merger as follows:

1. The designation, number of outstanding shares and number of votes entitled to be cast by the sole class of stock in Associated FL is as follows:

a. Designation: Class A Common stock, \$.01 par value.

b. Number of outstanding shares: 100.

c. Number of votes entitled to be cast: 100.

2. The total number of undisputed votes cast for the Plan of Merger by the sole voting group of stock in Associated FL was 100.

3. The number of votes cast for the Plan of Merger by the sole voting group of stock in Associated FL was sufficient for approval by that voting group.

F. The shareholders of Associated CT adopted the Plan of Merger as follows:

1. The designation, number of outstanding shares and number of votes entitled to be cast by the sole class of stock in Associated CT is as follows:

- a. Designation: Common stock, \$0 par value.
- b. Number of outstanding shares: 100.
- c. Number of votes entitled to be cast: 100.

2. The total number of undisputed votes cast for the Plan of Merger by the sole voting group of stock in Associated CT was 100.

3. The number of votes cast for the Plan of Merger by the sole voting group of stock in Associated CT was sufficient for approval by that voting group.

H. The Plan of Merger as approved is on file at the principal place of business of the surviving corporation, which is 1010 Wethersfield Avenue, Hartford, Connecticut 06114-3129.

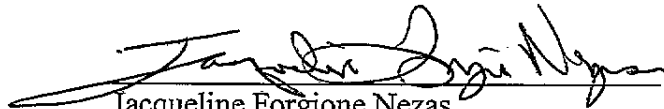
I. The surviving corporation, in addition to complying with any other section of Chapter 601 of the General Statutes of the State of Connecticut, will furnish a copy of the Plan of Merger, on request and without cost, to any shareholder of any corporation subject to the Merger.

STATE OF CONNECTICUT)
) ss. Hartford
COUNTY OF HARTFORD)

June 11, 2001

Personally appeared Thomas M. Giardini, President of Associated Merger Corporation, a Connecticut Corporation, signer and sealer of the foregoing instrument, and acknowledged the same to be his free act and deed as such officer and the free act and deed of said corporation, before me.

In Witness Whereof, I hereunto set my hand.


Jacqueline Forgione Nezas
Commissioner of the Superior Court

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