

P97000001880

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

FILED
00 MAR 28 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

600003186946--8
-03/28/00--01046--004
*****70.00 *****70.00

Corporation(s) Name

EFFECTIVE DATE
4/1/00
Merger
Superior Supply Company, Inc.
into:
CP Distributors Inc.

() Profit
() Nonprofit

() Amendment

() Merger

Effective April 1, 2000

() Foreign
() LLC

() Dissolution

() Mark

() Limited Partnership
() Reinstatement

() Annual Report
() Reservation
() Fictitious Name

() Other
() Ch. RA
() UCC

() Certified Copy

() Photocopies

() CUS

(XXX) Walk in

(XXX) Pick-up

() Will Wait

Name Availability: 3/28/00

Document Examiner: ADR

Updater: ADR

Verifier:

Acknowledgement:

W.P. Verifier:

Please Return Extra
Copies File Stamped
To:
Melanie Strickland

MAR 28
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
SECRETARY OF STATE

00 MAR 28 AM 11:54

RECEIVED

Thank You!

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

SUPERIOR SUPPLY COMPANY, INC., a Kansas corporation not authorized to
transact business in Florida

,

INTO

CP DISTRIBUTORS INC., a Florida entity, P97000001880.

File date: March 28, 2000 , effective April 1, 2000

Corporate Specialist: Annette Ramsey

EFFECTIVE DATE
4/1/00

ARTICLES OF MERGER
MERGING
SUPERIOR SUPPLY COMPANY, INC.
INTO
CP DISTRIBUTORS INC.

FILED
00 MAR 28 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CP Distributors Inc., a Florida corporation (the "Surviving Corporation"), hereby submits these Articles of Merger for the purpose of merging its subsidiary corporations into the Surviving Corporation.

1. The parties participating in the merger herein described are (a) CP Distributors Inc., a Florida corporation and (b) Superior Supply Company, Inc., a Kansas corporation (the Merging Corporation").

2. The Plan of Merger attached hereto as Exhibit A was duly approved by the Board of Directors of the Surviving Corporation in the manner prescribed by law on March 31, 2000.

3. These Articles of Merger shall become effective at 12:01 a.m. Eastern Standard Time on April 1, 2000.

4. Shareholder approval of the Plan of Merger was not required because the Surviving Corporation was the owner of one hundred percent (100%) of the outstanding shares of each class of the each of the Merging Corporation, and the Plan of Merger does not provide for any changes in the Articles of Incorporation of the Surviving Corporation that require shareholder action.

March 31, 2000.

CP DISTRIBUTORS INC., a
Florida corporation

By: Ana M. Menendez
Ana M. Menendez
Vice President

PLAN OF MERGER

THIS PLAN OF MERGER is with respect to CP Distributors Inc., a Florida corporation (the "Corporation"), and Superior Supply Company, Inc., a Kansas corporation (the "Subsidiary"). All outstanding shares of each class of stock of the Subsidiary are owned by the Corporation.

1. TERMS AND CONDITIONS OF MERGER.

1.1 The Merger. Subject to the terms and conditions contained herein, at the Effective Time (as defined below), the Subsidiary shall merge with and into the Corporation, with the Corporation being the surviving corporation (the "Surviving Corporation") in such merger (the "Merger") and the separate existence of the Subsidiary shall cease. As of the Effective Time and as a result of the Merger, the Surviving Corporation shall possess all of the rights, privileges, powers and franchises of the Subsidiary, and all property (real, personal and mixed) and other assets (tangible and intangible) belonging to the Subsidiary shall be vested in the Surviving Corporation, and all such property, assets, rights, privileges, powers and franchises shall thereafter belong to the Surviving Corporation, and the title to any real estate vested by deed or otherwise in the Subsidiary shall not revert or be in any way impaired by reason of the Merger. All rights of creditors and all liens upon any property of the Subsidiary shall be preserved unimpaired, and all debts, liabilities and duties of the Subsidiary shall, following the Merger, attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.

1.2 Consummation of the Merger. The Corporation shall cause Articles of Merger to be filed with the Secretary of State of Florida, and Articles of Merger to be filed with the Secretary of State of Kansas in such forms as required by, and executed in accordance with, the relevant provisions of the Florida General Corporation Law and the Kansas General Corporation Code. The merger shall become effective at 12:01 a.m. Eastern Standard Time on April 1, 2000.

1.3 Articles of Incorporation. The Articles of Incorporation of the Corporation, as in effect at the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until amended or repealed in accordance with the terms thereof and applicable law.

1.4 Bylaws. The Bylaws of the Corporation, as in effect at the Effective Time, shall be the Bylaws of the Surviving Corporation until amended or repealed in accordance with the provisions thereof, the Articles of Incorporation of the Surviving Corporation and applicable law.

1.5 Directors. The directors of the Corporation, as of the Effective Time, shall be the directors of the Surviving Corporation until their respective successors are duly elected and qualified in the manner provided in the Bylaws of the Surviving Corporation and applicable law, or until their earlier resignation or removal.

1.6 Officers. The officers of the Corporation, as of the Effective Time, shall be the officers of the Surviving Corporation until their successors are duly elected and qualified in the manner provided in the Bylaws of the Surviving Corporation and applicable law, or until their earlier resignation or removal.

2. CANCELLATION OF SHARES

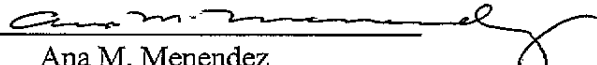
2.1 Cancellation of Shares. As of the Effective Time, by virtue of the Merger and without any further action by the holder thereof, each issued and outstanding share of capital stock of the Subsidiary shall be canceled and all rights and privileges relating thereto shall terminate.

3. AMENDMENT/TERMINATION

3.1 Amendment or Termination. The Board of Directors of the Surviving Corporation may amend or terminate the Merger or this Plan of Merger at any time prior to the Effective Time.

IN WITNESS WHEREOF, the undersigned has executed this Plan of Merger effective as of the 31st day of March, 2000.

CP DISTRIBUTORS INC.

By: 
Ana M. Menendez
Vice President