

199000004873

MCBRIDE BAKER & COLES

A Law Partnership Including Professional Corporations

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File Number 33342-2

April 30, 1999

Florida Secretary of State  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee Florida 32314

RE: Articles of Merger for Interior Wall Systems, Inc. to merge into Florida  
Modernfold, Inc.

700002865107--6  
-05/06/99--01056--006  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Dear Sir or Madam:

Enclosed please find an original of the Articles of Merger for Interior Wall Systems, Inc. to merge into Florida Modernfold, Inc. and a copy to be certified by your office and returned. I have enclosed a check in the amount of \$43.75 for the filing fee and the fee for the certified copy as indicated on the instruction sheet attached to the Articles of Merger.

If you have any questions related to this filing, please contact me at 630-954-2111.

Sincerely,  
McBride Baker & Coles

*Maryangela Cobb*  
Maryangela Cobb, Paralegal

*Merger  
5/21/99  
DWS*

700002865107--6  
-05/20/99--01042--021  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

cc: Robert Aument  
Danny Watson

FILED  
99 MAY 20 AM 10:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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File Number 33342-2

May 17, 1999

Florida Secretary of State  
Attn: Doug Spitler  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee Florida 32314

RE: Merger documentation for Interior Wall Systems, Inc. to merge into  
Florida Modernfold, Inc.

Dear Doug:

Enclosed please find the original Plan of Merger Interior Wall Systems, Inc. to merge into Florida Modernfold, Inc. pursuant to our conversation. I have enclosed a check in the amount of \$35.00 for the additional filing fee as you had instructed. Please advise me if you have any additional items you require to file the Articles of Merger.

If you have any questions related to this filing, please contact me at 630-954-2111.

Sincerely,  
McBride Baker & Coles

*Maryangela Cobb*  
Maryangela Cobb, Paralegal

cc: Robert Aument  
Danny Watson

FILED  
99 MAY 20 AM 10:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 17, 1999

MCBRIDE BAKER & COLES  
ATTN: MARYANGELA COBB  
ONE MID AMERICA PLAZA, SUITE 1000  
OAKBROOK TERRACE, IL 60181-4710

SUBJECT: INTERIOR WALL SYSTEMS, INC.  
Ref. Number: P98000042903

FILED  
99 MAY 20 AM 10:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for INTERIOR WALL SYSTEMS, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

THE FEE TO FILE A MERGER IS \$35.00 PER CORPORATION. THEREFORE, THE AMOUNT DUE TO FILE THIS MERGER IS \$35.00

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

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) 487-6957.

Doug Spittler  
Document Specialist

Letter Number: 199A00026930

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

INTERIOR WALL SYSTEMS, INC., a Florida corporation, P98000042903

INTO

**FLORIDA MODERNFOLD, INC.**, a Florida corporation, P99000004873

File date: May 6, 1999

Corporate Specialist: Doug Spitler

**ARTICLES OF MERGER**  
**(Profit Corporations)**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

**First:** The name and jurisdiction of the surviving corporation is:

| <u>Name</u>              | <u>Jurisdiction</u> |
|--------------------------|---------------------|
| Florida Modernfold, Inc. | Florida             |

**Second:** The name and jurisdiction of each merging corporation is:

| <u>Name</u>                 | <u>Jurisdiction</u> |
|-----------------------------|---------------------|
| Interior Wall Systems, Inc. | Florida             |
| _____                       | _____               |
| _____                       | _____               |
| _____                       | _____               |
| _____                       | _____               |

**FILED**  
99 MAY 20 AM 10:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

**OR**      /      /      (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on April 12, 1999.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on April 12, 1999.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Florida Modernfold, Inc.

Danny R. Watson

DANNY R WATSON PRESIDENT

Interior Wall Systems,

Sherry Liggett

SHERY RIGGOTT PRES.

**AGREEMENT AND PLAN OF MERGER OF  
INTERIOR WALL SYSTEMS, INC.,  
WITH AND INTO  
FLORIDA MODERNFOLD, INC.**

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into as of this 12<sup>th</sup> day of April, 1999 by and among INTERIOR WALL SYSTEMS, INC., a Florida corporation ("Interior Wall") and FLORIDA MODERNFOLD, INC., a Florida corporation ("Florida Modernfold"). Florida Modernfold is sometimes hereinafter referred to as the "Surviving Corporation" and Interior Wall and Florida Modernfold are sometimes hereinafter collectively referred to as the "Constituent Corporations".

**RECITALS:**

WHEREAS, the Board of Directors and shareholders of each of the Constituent Corporations deem it advisable and in the best interests of the Constituent Corporations that Interior Wall be merged with and into Florida Modernfold, with Florida Modernfold being the Surviving Corporation, under and pursuant to the laws of the State of Florida and on the terms and conditions set forth herein;

NOW THEREFORE, the parties hereto agree as follows:

**ARTICLE I  
MERGER**

1.1 Interior Wall shall be merged with and into Florida Modernfold (the "Merger") in accordance with the laws of the State of Florida. The Merger shall become effective on May 1, 1999 at 12:01 a.m. ("Effective Time"), for accounting purposes only.

1.2 At the Effective Time, the separate corporate existence of Interior Wall shall cease, and Florida Modernfold shall be the Surviving Corporation.

1.3 From and after the Effective Time,

(a) the Surviving Corporation shall then and thereafter possess all the rights, privileges, immunities and franchises, of each of the Constituent Corporations; all property real, personal and mixed, and all debts due on whatever account, including all choses in action, and all and every other interests of or belonging to or due to each of the Constituent Corporations shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate or any interest therein vested in any way in each of the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger, and

(b) the Surviving Corporation shall be subject to all of the duties and liabilities of a corporation organized under the laws of the State of Florida and shall be liable and responsible for all the liabilities and obligations of Interior Wall immediately prior to the Merger; any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment as if the Merger had not taken place, and the Surviving Corporation may be substituted in the place of either; and neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the Merger.

ARTICLE II  
ARTICLES OF INCORPORATION AND BY-LAWS;  
DIRECTORS AND OFFICERS

2.1 The Articles of Incorporation of Florida Modernfold in effect immediately prior to the Effective Time shall, after the Merger, continue to be the Articles of Incorporation of the Surviving Corporation.

2.2 The By-laws of Florida Modernfold, as in effect immediately prior to the Effective Time shall, after the Merger, continue to be the By-laws of the Surviving Corporation until amended or repealed in accordance with law, and no change to such By-laws shall be effected by the Merger.

2.3 The directors and officers of Florida Modernfold in office immediately prior the Effective Time shall, after the Merger, constitute the directors and officers of the Surviving Corporation until their respective successors shall have been elected and qualified or until the earlier resignation, removal or replacement in accordance with the Surviving Corporation's By-laws and the laws of the State of Florida.

ARTICLE III  
CONVERSION OF SHARES

3.1 The Surviving Corporation currently has issued and outstanding 100 shares of common stock, without par value.

3.2 At the Effective Time,

- (a) each issued and outstanding share of common stock of Florida Modernfold, by virtue of the Merger, shall continue as fully paid and non-assessable common shares of the Surviving Corporation.
- (b) each of the common shares of Interior Wall issued and outstanding immediately prior to the Merger, by virtue of the Merger, shall be cancelled. Each existing shareholder of Interior Wall shall be issued twenty-four and ½ (24 ½) shares of common stock of the Surviving Corporation.



3.3 Promptly after the Effective Time, the Surviving Corporation shall cause to be mailed to each person who was, immediately prior to the Effective Time, a holder of record of issued and outstanding shares of Interior Wall a form of a letter of transmittal and instructions for use in effecting the surrender of such Interior Wall share certificates in exchange for shares of the Surviving Corporation. Upon surrender to the Surviving Corporation of such certificates, together with such letter of transmittal, duly executed and completed in accordance with instructions thereto, the Surviving Corporation shall promptly cause to be issued its the tendering shareholders those shares of the Surviving Corporation to which they are entitled.

#### ARTICLE IV MISCELLANEOUS

4.1 Prior to the Effective Time, each of the Constituent Corporations shall take all such actions as shall be necessary or appropriate in order to effect the Merger. If at any time after the Effective Time, the Surviving Corporation shall determine (a) that any further conveyance, assignment or execution of any other document or any other further action is necessary, desirable or appropriate in order to vest in the Surviving Corporation full title to all of the property, assets, rights, privileges and franchises of the Constituent Corporations, then the officers and directors of the Constituent Corporations shall execute and deliver all such instruments and take all such further actions as the Surviving Corporation may determine to be necessary, desirable or appropriate in order to vest in the Surviving Corporation title to and possession of all such property, assets, rights, privileges, immunities and franchises, and to otherwise carry out the purposes of this Agreement and Plan.

4.2 Notwithstanding the approval of this Agreement and Plan by the Boards of Directors and shareholders of each of the Constituent Corporations, the Board of Directors of either of the Constituent Corporations may, in its sole discretion, by resolution duly adopted at any time prior to the filing of the Secretary of State Articles of Merger, abandon the Merger if such abandonment is deemed necessary, desirable or otherwise in the best interests of the respective corporation. In the event of such determination and abandonment, the Agreement and Plan shall become null and void and shall have no further effect. Such abandonment shall not give rise to any liability on the part of any of the Constituent Corporations or the directors, officers or shareholders of any of them, with respect to this Agreement and Plan.

4.3 (a) Shareholders of any of the Constituent Corporations who dissent from the Merger shall be entitled, pursuant to Sections 607.1302 and 607.1320 of the Florida Business Corporation Act ("Act"), to be paid the fair value of their shares upon compliance with the statutory procedures therein.

(b) The Surviving Corporation agrees to promptly pay to the dissenting shareholders of Interior Wall and Florida Modernfold, if any, the amount, if any, which

they shall be entitled to receive and at such time as they are entitled to receive same under the provisions of the Act. This Agreement may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute the Agreement.

4.4 This Merger is intended to qualify as a tax-free reorganization under Section 368(a)(1)(A) of the Internal Revenue Code.

IN WITNESS WHEREOF, this Agreement and Plan has been signed by the duly authorized officers of the Constituent Corporations pursuant to authorization by the Board of Directors and Shareholders of the Constituent Corporations, all as of the day and year first above written.

FLORIDA MODERNFOLD, INC.

By: Danny R. Watson  
Its President

ATTEST:

[Signature]  
Secretary

INTERIOR WALL SYSTEMS, INC.

By: Sherry Riggott  
Its President

ATTEST:

[Signature]  
Secretary