

V 70444

D & D GARAGE DOORS, INC.
970 Cattlemen Road
Sarasota, Florida 34232
(941) 371-7242

FILED
00 DEC 29 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 15, 2000

VIA OVERNIGHT COURIER

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399
(850) 488-9000

400003517274--7
-12/29/00--01067--012
*****78.75 *****78.75

Re: Articles of Merger
D & D Garage Doors, Inc. and Shank Garage Doors, Inc.

Dear Sir or Madam:

We have enclosed two (2) signed copies of Articles of Merger reflecting the merger of Shank Garage Doors, Inc. into D & D Garage Doors, Inc., both Florida for-profit corporations.

Also enclosed in our check for filing fees, made payable to the "Florida Department of State", the amount of which was calculated as follows:

Filing fee (\$35.00 for each merging and surviving corporation):	\$70.00
Certified copy of Articles of Merger (\$8.75 for first 8 pages)	<u>8.75</u>
TOTAL (CHECK ENCLOSED)	\$78.75

Please return the certified copy of the Articles of Merger to the address set forth above.

Thank you.

Effective 12/31/00 merger Data

D & D Garage Doors, Inc.

By: Denver R. Miller
Denver R. Miller, as its
President

DLM/pg
Enclosures
ddstate.ltr

JAN 8 2001

ARTICLES OF MERGER
Merger Sheet

MERGING:

SHANK GARAGE DOORS, INC., a Florida corporation, P98000026384.

INTO

D & D GARAGE DOORS, INC., a Florida entity, V70444

File date: December 29, 2000, effective December 31, 2000

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

FILED
DEC 29 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I; SURVIVING CORPORATION

The name of the surviving corporation is **D & D Garage Doors, Inc.**, a Florida corporation. The original Articles of Incorporation for this entity were filed on October 5, 1992, Document Number V70444.

ARTICLE II; MERGING CORPORATION

The name of the merging corporation is **Shank Garage Doors, Inc.**, a Florida corporation. The original Articles of Incorporation for this entity were filed on March 19, 1998 and assigned Document Number P98000026384.

ARTICLE III; PLAN OF MERGER

The Plan of Merger is attached hereto and incorporated herein by this reference as **Exhibit A**.

ARTICLE IV; EFFECTIVE DATE OF MERGER

The merger shall become effective as of midnight on December 31, 2000.

ARTICLE V; ADOPTION OF MERGER BY SURVIVING CORPORATION

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 14, 2000.

ARTICLE VI; ADOPTION OF MERGER BY MERGING CORPORATION

The Plan of Merger was adopted by the shareholders of the merging corporation on December 14, 2000.

ARTICLE VII; SIGNATURES FOR EACH CORPORATION

D & D Garage Doors, Inc.
By: Denver R. Miller
Denver R. Miller, as its
President and Secretary

Shank Garage Doors, Inc.
By: Denver R. Miller
Denver R. Miller, as its
President and Secretary

Attest: Dallas L. Miller
Dallas L. Miller, as
its Vice President

Attest: Dallas L. Miller
Dallas L. Miller, as
its Vice President

EXHIBIT A
PLAN OF MERGER

The following plan of merger is submitted in compliance with Section 607.1101, *Florida Statutes*. There are no other applicable jurisdictions.

ARTICLE I; SURVIVING CORPORATION

The name of the surviving corporation is D & D Garage Doors, Inc., a Florida corporation. The original Articles of Incorporation for this entity were filed on October 5, 1992, as **Document Number V70444**.

ARTICLE II; MERGING CORPORATION

The name of the merging corporation is Shank Garage Doors, Inc., a Florida corporation. The original Articles of Incorporation for this entity were filed on March 19, 1998 and assigned **Document Number P98000026384**.

ARTICLE III; MERGER TERMS AND CONDITIONS

This is a merger of two Florida corporations for profit. Both corporations have the same two shareholders and the same officers and directors. The shareholders of both corporations have adopted this Plan of Merger, as follows:

1. The merger shall be effective as of midnight on December 31, 2000.
2. Shank Garage Doors, Inc. shall be merged into D & D Garage Doors, Inc., which shall be the surviving corporation.
3. The shareholders of all of the issued and outstanding stock of Shank Garage Doors, Inc., Denver R. Miller and Dallas L. Miller, also the holders of all of the issued and outstanding stock of D & D Garage Doors, Inc., shall surrender their shares of common stock in Shank Garage Doors, Inc. and maintain their current, respective ownership of the common stock of the surviving corporation. The assets and properties of Shank Garage Doors, Inc., shall be deemed to be assets and properties of D & D Garage Doors, Inc., as of the effective date and time of the merger.
4. The existence of Shank Garage Doors, Inc. shall cease as of the effective date of the merger.

5. Title to all real estate and other property, or any interest therein, owned by each corporation shall be vested in the surviving corporation without reversion or impairment.

6. The surviving corporation shall be responsible and liable for all the liabilities and obligations of each party to this merger.

7. Neither the rights of creditors nor any liens upon the property of any party to the merger shall be impaired by this merger.

ARTICLE IV; TREATMENT OF OUTSTANDING SHARES

The shareholders of Shank Garage Doors, Inc., who are the same two shareholders in D & D Garage Doors, Inc., shall surrender their shares of common stock in Shank Garage Doors, Inc. and maintain their current, respective ownership of the common stock of the surviving corporation.

ARTICLE V; AMENDMENT OR RESTATEMENT OF ARTICLES

The Articles of Incorporation for the surviving corporation, D & D Garage Doors, Inc., shall remain in full force and effect without the necessity of amendment or restatement.

The undersigned, as the sole shareholders, officers and directors of the merging corporations hereby confirm that the foregoing Plan of Merger was adopted by all of the shareholders of Shank Garage Doors, Inc. and D & D Garage Doors, Inc. at a mutual, joint and special meeting of all shareholders conducted on December 14, 2000.

D & D Garage Doors, Inc.

Shank Garage Doors, Inc.

By: Denver R. Miller
Denver R. Miller, as its
President, Secretary and
Shareholder

By: Denver R. Miller
Denver R. Miller, as its
President, Secretary and
Shareholder

Attest: Dallas L. Miller
Dallas L. Miller, as
its Vice President
and Shareholder

Attest: Dallas L. Miller
Dallas L. Miller, as
its Vice President
Shareholder