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GAUSE & ASSOCIATES, P.A.

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* Mr. Gause is licensed to practice law in the States of Florida, Colorado and Massachusetts

July 1, 2005

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Articles of Merger

Dear Sir or Madam:

We have enclosed two, original copies of Articles of Merger for filing, together with our client's check for filing fees in the amount of \$113.75, made payable to the "Department of State", calculated as follows:

Filing of Articles (\$35.00 per party):	\$105.00
Certified copy (5 pages)	<u>8.75</u>
TOTAL	\$113.75

Please return the Articles and the Certified Copy to the address on this letterhead.

Thank you.

Sincerely,


W. Peyton Gause, Jr.

WPG/ke
Enclosures

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DIVISION OF CORPORATIONS
2005 JUL 14 AM 11:46

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.

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 CORPORATIONS

The names of the merging corporations are **Charlotte Overhead doors, Inc.**, a Florida corporation. The original Articles of Incorporation for this entity were filed on May 5, 2000 and assigned **Document Number P0000046000**, and **Cape Coral Overhead Doors, Inc.**, a Florida corporation. The original articles of Incorporation for this entity were filed on December 4, 2001 and assigned **Document Number P01000115690**.

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 the filing of these Articles of Merger.

ARTICLE V; ADOPTION OF MERGER BY SURVIVING CORPORATION

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 14, 2004.

ARTICLE VI; ADOPTION OF MERGER BY MERGING CORPORATIONS

The Plan of Merger was adopted by the shareholders of the merging corporation on December 14, 2004.

ARTICLE VII; SIGNATURES FOR EACH CORPORATION

D & D Garage Doors, Inc.

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

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

Charlotte Overhead Doors, Inc.

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

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

Cape Coral Overhead Doors, Inc.

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

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 CORPORATIONS

The names of the merging corporations are **Charlotte Overhead doors, Inc.**, a Florida corporation. The original Articles of Incorporation for this entity were filed on May 5, 2000 and assigned **Document Number P00000046000**, and Cape Coral Overhead Doors, Inc., a Florida corporation. The original Articles of Incorporation for this entity were filed on December 4, 2001 and assigned **Document Number P01000115690**.

ARTICLE III; MERGER TERMS AND CONDITIONS

This is a merger of three Florida corporations for profit. All three 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 the filing of these Articles.

2. Charlotte Overhead Doors, Inc. and Cape Coral Overhead 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 Charlotte Overhead Doors, Inc. and Cape Coral Overhead 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 Charlotte Overhead Doors, Inc. and Cape Coral Overhead Doors, Inc. and maintain their current, respective ownership of the common stock of the surviving corporation. The assets and properties of Charlotte Overhead Doors, Inc. and Cape Coral Overhead 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 Charlotte Overhead Doors, Inc. and Cape Coral Overhead 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 the two corporation merging into D & D Garage Doors, Inc. 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 Cape Coral Overhead Doors, Inc. and Charlotte Overhead Doors, Inc., who are the same two shareholders in D & D Garage Doors, Inc., shall surrender their shares of common stock in Charlotte Overhead Doors, Inc.; and Cape Coral Overhead 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 Cape Coral Overhead Doors, Inc. and Charlotte Overhead Doors, Inc. at a mutual, joint and special meeting of all shareholders conducted on December 14, 2004.

D & D Garage Doors, Inc.

Charlotte Overhead Doors, Inc.

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

By: Denver 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

Cape Coral Overhead Doors, Inc.

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

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