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Wirths. ARTICLES OF MERGER OF BAGNELL-GAW COMPANY, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SUCRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

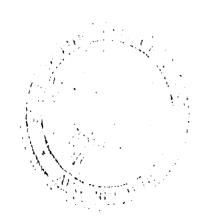
Now Therefore, I. Jim Edgas, Secretary of State of the State of Allinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, Theretoset my hand and assess to

be affired the Great Seal of the Rate of Illinois.

at the City of I pringfield.	this 31st
May of MARCH	
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the two hundred and	

SECHETARY OF STATE



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Property of Cook County Clerk's Office

FII # D 5293-465-6

BCA-11.25/11.30 (Rev. Jul. 1984)

Submit in Duplicate

Remit payment in check or Money Order, payable to "Secretary of State":

DO NOT SEND CASH!

Filing Fee is \$100, but if merger or consolidation of more than 2 corporations \$50 for each additional corporation.

JIM EDGAR Secretary of State State of Illinois

ARTICLES OF MERGER. CONSOLIDATION, EXCHANGE

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation(s) hereby adopt(s)
the following Articles of Merger, Consolidation or Exchange. (Strike inapplicable words)

The names of the corporations proposing to

eprem -consolidate-

and the State or Country of their in-

-exehenge-ehenee-

corporation, are;

Name of Corporation

State or Country of Incorporation

BAGWELL-GAW COMPANY, INC.	Illinois
ALL AMERICAN DECORATING SERVICE	
OF LOUISIANA, INC.	Louisiana
2. The laws of the State or Country under which each	corporation is incorporated permit such merger, consolida

- tion or exchange.
- surviving 3. The name of the

corporation is _

BAGWELL-GAW COMPANY

-acquiringand it shall be governed by the laws of .

merger

The plan of consolidation is as follows:

-exchange-

If not sufficient space to cover this point, add one or more sheets of this size

See Exhibit A attached hereto and by this reference incorporated herein.

Telephone 217 — 782-6961 Springfield, Illinois 62756

Corporation Department

RETURN TO:

Secretary of State

UNOFFICIAL COP

File No.

Form BCA-11.25/11.30

CONSOLIDATION, EXCHANGE ARTICLES OF MERGER,

solidation of more than two corporations. \$50 for each additional corporation. Filing Fee \$100.00, but if a merger or a con-

FILED

Secretary of State Second Wif

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tor Coot County Clark's Office

5. The plan of exphange

was approved, (a) as to each corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under § 11.30 - 90% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each corporation)

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.

By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Sharoholders who have not consented in writing have been given notice in accor-(§ 11.20) dance with § 7.10. (§ 11.20)

By written consent of ALL the shareholders entitled to vote on the action In accordance with § 7.10 & § 11.20

Name of Corporation			gra y salah kaya hakuti salah katan salah dinda salah dinda da d		∽α: A
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(Not applicable if surviving, new or acquiring corporation is an Illinois corporation) 6.

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation propriet under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent b. of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any cor-C. poration organized under the laws of the State of Illinois which is a party to the merger consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Susiness Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

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(Signature of President of Vice President)	Ад	(Kidiandas Indirias of Assistant Secretory)	Yd belselli
(Exert Nume of Corporation)			
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		tcan Decorating	TemA LIA
Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation	Number of Shares Outstanding of Each Class	of Corporation	
		poration, are:	100

(Complete this item if reporting a merger under § 11.30 — 90% owned subsidiary provisions.)

The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent

EXHIBIT "A" TO ARTICLES OF MERGER OF BAGWELL-GAW COMPANY, INC. INTO ALL AMERICAN DECORATING SERVICE OF LOUISIANA, INC.

- (a) ALL AMERICAN DECORATING SERVICE OF LOUISIANA, INC. ("AADS"), a Louisiana corporation, shall be merged into BAGWELL-GAW COMPANY, INC. ("B-G), an Illinois corporation, which shall become the surviving corporation.
- (b) The terms and conditions of the merger and the mode of carrying the same into effect are as follows:
 - (1) AADS and B-G shall become a single corporation which anall be B-Q, the surviving corporation. The separate existence of AADS shall cease with the filing of these Articles, but B-G shall continue to exist.
 - (2) B-u shall possess all the rights, privileges immunities and franchises as well as of a public as of a private nature, of B-C and AADS. All property, real, personal and mixed, and all debts due on whatever account, noluding action, and all or due to AADS, shall to and vested in B-G without

 (3) B-G shall be responsible to a liabilities and obligations of AADS. including subscriptions to shares, and all other choices in action, and all and every other interest of or belonging to or due to AADS, shall be taken and deemed to be transferred
 - (3) B-G shall be responsible and liable for all

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Kubert C. Samko, P.C. 2 N. La Sallo St. 5.727 Chicago, II. 60602