

Lansing, Michigan

To All To Whom These Presents Shall Come:

*I, Allison Green, Treasurer of the State of Michigan, Do Hereby
Certify That the Annexed Copy of*

Agreement of Merger by and between LEVITT BROTHERS COMPANY, a Michigan corporation,
and ACME QUALITY PAINTS, INC., a Michigan corporation, the surviving corporation.

*has been compared by me with the record on file in this Department and that the same is
a true copy thereof, and the whole of such record.*

*In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this 29th day
of August, 1967.*

Allison Green
State Treasurer.

AGREEMENT OF MERGER, dated this 31st day of July, 1967, made and entered into by and between Acme Quality Paints, Inc. (herein called "Acme"), and Levitt Brothers Company (herein called "Levitt"), both being corporations organized and existing under and by virtue of the Michigan General Corporation Act.

WITNESSETH that:

WHEREAS said Acme was duly organized under and by virtue of the Michigan General Corporation Act, the articles of incorporation having been filed in the office of the Secretary of State on the 6th day of January, 1920 (the term of existence having been renewed in 1949 for a term of 30 years from January 4, 1950), with an authorized capital stock consisting of one thousand (1,000) common shares, having a par value of one hundred (\$100.) Dollars per share, amounting in the aggregate to one hundred thousand (\$100,000.) Dollars, of which one thousand (1,000) common shares are now outstanding, and

WHEREAS said Levitt was duly organized under and by virtue of the Michigan General Corporation Act, the articles of incorporation having been filed in the office of the Corporation and Securities Commission on the 3rd day of January, 1962, with an authorized capital stock consisting of ten thousand (10,000) common shares, having a par value of ten (\$10.) Dollars per share, amounting in the aggregate to one hundred thousand (\$100,000.) Dollars, of which two thousand five hundred (2,500) common shares are now outstanding, and

WHEREAS the directors of said two corporations deem it advisable that Acme merge into itself Levitt, and, likewise, that Levitt be merged into Acme, as authorized and permitted by the provisions of Section 52 of the Michigan General Corporation Act, pursuant to the terms and conditions and the provisions hereinafter set forth:

Now, Therefore, the corporations, parties to this agreement, by and between their respective boards of directors, in consideration of the terms and conditions herein set forth and the mutual covenants herein contained, have agreed and do hereby agree each with the other that Acme merge into itself Levitt, and likewise that Levitt be merged into Acme, pursuant to the authority

21

granted by Section 52 of the Michigan General Corporation Act, and do hereby agree upon and prescribe the terms and conditions of the merger, the mode of carrying the same into effect, and hereby state such other facts required or permitted to be set forth in the case of a merger, and the manner of converting the shares of the constituent corporations into shares of the surviving corporation, as follows:

ARTICLE ONE

Levitt shall be and is hereby merged into said Acme, and, likewise, Acme hereby merges into itself Levitt.

ARTICLE TWO

The facts required or permitted by the provisions of the Michigan General Corporation Act to be set forth in the case of a merger are as follows:

I. The name of the corporation which shall survive this merger is Acme Quality Paints, Inc.

II. The purpose or purposes of said surviving corporation are as follows:

The manufacture, purchase and sale at wholesale or retail, or both, of any and every kind and description of materials, machinery and supplies, dealt with or used in the paint, varnish and decorating business; also, the manufacture, purchase and sale of any and all kinds of paints, colors, varnishes, dyestuffs, chemicals, oils, insecticides and fungicides, and the ingredients thereof, and articles and substances obtained and produced from the by-products of or resulting from any such materials or manufacture.

In general to carry on any business in connection therewith and incident thereto not forbidden by the laws of the State of Michigan and with all the powers conferred upon corporations by the laws of the State of Michigan.

III. Location of the registered office of the surviving corporation is: 8250 St. Aubin Avenue, Detroit 48211, Wayne County, Michigan.

Post office address of the registered office of the surviving corporation is: 8250 St. Aubin Avenue, Detroit 48211, Wayne County, Michigan.

The name of the resident agent of the surviving corporation is W. A. Hoyer.

IV. The total authorized capital stock of said surviving corporation is one thousand (1,000) shares of common stock of one hundred (\$100.) Dollars par value per share.

A statement of all or any of the designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof is as follows: None.

V. The names and addresses of the directors of the surviving corporation as of the date when this merger shall become effective are as follows:

Name	(No.)	RESIDENCE OR BUSINESS ADDRESS (Street)	(City)	(Zone)	(State)
E. C. Baldwin	101	Prospect Avenue N.W.	Cleveland	44101	Ohio
R. G. Bull	101	Prospect Avenue N.W.	Cleveland	44101	Ohio
W. C. Fine	101	Prospect Avenue N.W.	Cleveland	44101	Ohio
V. A. Hollis	101	Prospect Avenue N.W.	Cleveland	44101	Ohio
H. D. Lester	101	Prospect Avenue N.W.	Cleveland	44101	Ohio
J. S. Prescott	101	Prospect Avenue N.W.	Cleveland	44101	Ohio
J. F. Cole	101	Prospect Avenue N.W.	Cleveland	44101	Ohio
W. A. Hoyer	8250	St. Aubin Avenue	Detroit	48211	Michigan
C. N. Thomas	8250	St. Aubin Avenue	Detroit	48211	Michigan

VI. The term of existence of the said surviving corporation shall be thirty (30) years from and after the 4th day of January, 1950.

ARTICLE THREE

The manner of converting the shares of each of the constituent corporations into shares of the surviving corporation shall be as follows:

The shares of Acme now outstanding shall constitute the same shares in the surviving corporation, and on the filing of this agreement, no new shares of the surviving corporation are to be issued to the holders of shares of Levitt.

ARTICLE FOUR

The terms and conditions of the merger, so far as not already stated in the foregoing articles of this agreement, are as follows:

A. Until altered, amended or repealed, as therein provided, the by-laws of Acme shall be the by-laws of the surviving corporation, as in effect as of the date of this agreement.

B. The first annual meeting of the shareholders of the surviving corporation held after the effective date of this merger shall be the annual meeting provided by the by-laws of Acme.

C. All persons who at the date when the merger shall become effective shall be the executive or administrative officers of Acme

shall be and remain like officers of the surviving corporation, until the board of directors of the surviving corporation shall elect their respective successors.

D. The surviving corporation shall pay all expenses of carrying this agreement of merger into effect and of accomplishing the merger.

E. When the merger shall become effective the separate existence of Levitt shall cease and said corporation shall be merged into the surviving corporation, and the surviving corporation shall possess all the rights, privileges, powers and franchises as well of a public as of a private nature and be subject to all the restrictions, disabilities and duties of each of the corporations, parties to this agreement, and all and singular, the rights, privileges, powers and franchises of each of said corporations, and all property, real, personal and mixed, and all debts due to each of said corporations on whatever account, as well for stock subscriptions as all other things in action or belonging to each of such corporations, shall be vested in the surviving corporation; and all property, rights and privileges, powers and franchises and all and every other interest shall be thereafter as effectually the property of the surviving corporation as they were of the several and respective constituent corporations, and the title to any real estate, whether by deed or otherwise, vested in any of said corporations, parties hereto, shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of any of said corporations, parties hereto, shall be preserved unimpaired, and all debts, liabilities and duties of Levitt shall thenceforth attach to the said 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 it.

F. If at any time the surviving corporation shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in surviving corporation, according to the terms thereof, the title to any property or rights of

Levitt, the proper officers and directors of Levitt shall and will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the surviving corporation, and otherwise to carry out the purposes of this agreement of merger.

G. The merger shall become effective on August 31, 1967; and, for accounting purposes only, the effective time shall be 11:59 P.M., Eastern Daylight Savings Time, on that date.

ARTICLE FIVE

The mode of carrying the merger into effect, so far as not already stated in the foregoing articles of this agreement, is as follows:

This agreement of merger, after having been signed by a majority of the directors of each of the corporations, parties hereto, under the respective corporate seal, shall be submitted to the shareholders of each of the corporations, parties hereto, at separate meetings thereof; all the shareholders of each such corporation shall execute a written waiver of notice of such meetings; if at the respective meetings so separately held, the votes of shareholders representing two-thirds of the total number of shares of each class outstanding of each of the corporations, each share entitling the holder thereof to one vote, shall be for the adoption of the agreement, that fact shall be certified on the agreement by the president or a vice president and the secretary or an assistant secretary of each of the corporations, parties to the agreement, under the respective corporate seal thereof, whereupon the agreement shall be signed by the president (or a vice president) and the secretary (or an assistant secretary) of each corporation party hereto, under the respective corporate seals thereof, and shall be acknowledged by the president (or vice president) and secretary (or an assistant secretary) of each corporation before an officer authorized to take acknowledgments of deeds, to be the respective act, deed and agreement of each of the corporations, whereupon this agreement, so certified, executed and acknowledged shall be filed, in triplicate originals, in the office of the Michigan Department of Treasury.

Any provision contained in Article Two of this agreement may be amended, altered, changed or repealed in the manner now or hereafter prescribed by the Michigan General Corporation Act, and all rights conferred upon the shareholders of the surviving corporation are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, constituting at least a majority of the directors of Acme Quality Paints, Inc., and at least a majority of the

directors of Levitt Brothers Company do hereby affix their respective signatures and cause the respective corporate seal to be affixed this 31st day of July, 1967.

Acme Quality Paints, Inc.

By E. C. Baldwin
E. C. Baldwin

R. G. Bull
R. G. Bull

H. D. Lester
H. D. Lester

V. A. Hollis
V. A. Hollis

J. F. Cole
J. F. Cole

Being a majority of the board of directors

Attest:

W. C. Fine
Secretary W. C. Fine

Levitt Brothers Company

By R. G. Bull
R. G. Bull

H. D. Lester
H. D. Lester

A. D. Childs
A. D. Childs

W. C. Fine
W. C. Fine

Being a majority of the board of directors

Attest:

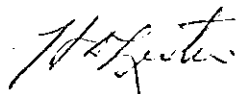
V. A. Hollis
Assistant Secretary V. A. Hollis

W. C. Fine
W. C. Fine

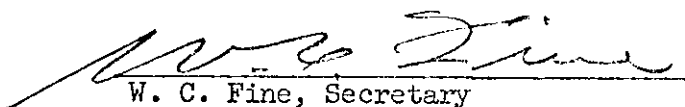
Being a majority of the board of directors

We, H. D. Lester, Vice President and W. C. Fine, Secretary of Acme Quality Paints, Inc., a corporation organized and existing under the Michigan General Corporation Act, hereby certify, as such Vice President and Secretary and under the seal of the corporation, that the agreement of merger to which this certificate is attached, after having been first duly signed by at least a majority of the directors of the corporation and by at least a majority of the directors of Levitt Brothers Company, a corporation incorporated and existing under and by virtue of the Michigan General Corporation Act, was duly submitted to the shareholders of Acme Quality Paints, Inc. at a special meeting of shareholders called for the purpose of considering and taking action on the proposed agreement of merger, and that all the shareholders have executed a written waiver of notice of such meeting, which meeting was held separately from the meeting of shareholders of the other corporation party to this agreement, on the 31st day of July, 1967; and we further certify that one thousand (1,000) common shares were outstanding on the date the meeting was held; that the holders of one thousand (1,000) common shares voted by ballot in favor of the approval, and the holders of no common shares voted against the approval of the proposed agreement, the affirmative vote representing at least two-thirds of the total number of the outstanding shares, and that thereby the Agreement of Merger was at the meeting duly adopted as the act of the shareholders of Acme Quality Paints, Inc., and the duly adopted agreement of the corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and affixed hereto the corporate seal this 31st day of July, 1967.



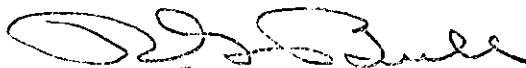
H. D. Lester, Vice President



W. C. Fine, Secretary

We, R. G. Bull, President and V. A. Hollis, Assistant Secretary of Levitt Brothers Company, a corporation organized and existing under the Michigan General Corporation Act, hereby certify, as such President and Assistant Secretary and under the seal of the said corporation, that the agreement of merger to which this certificate is attached, after having been first duly signed by at least a majority of the directors of the corporation, and by at least a majority of the directors of Acme Quality Paints, Inc., a corporation incorporated and existing under and by virtue of the Michigan General Corporation Act, was duly submitted to the shareholders of Levitt Brothers Company at a special meeting of shareholders called for the purpose of considering and taking action on the proposed agreement of merger, and that all the shareholders have executed a written waiver of notice of such meeting, which meeting was held separately from the meeting of shareholders of the other corporation, party to this agreement, on the 31st day of July, 1967; and we further certify that two thousand five hundred (2,500) common shares were outstanding on the date the meeting was held; that the holders of two thousand five hundred (2,500) common shares voted by ballot in favor of approval, and the holders of no common shares voted against the approval of the proposed agreement, the said affirmative vote representing at least two-thirds of the total number of the outstanding shares, and that thereby the Agreement of Merger was at the meeting duly adopted as the act of the shareholders of Levitt Brothers Company, and the duly adopted agreement of the corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and affixed hereto the corporate seal this 31st day of July, 1967.


R. G. Bull, President


V. A. Hollis, Assistant Secretary

THE ABOVE AGREEMENT OF MERGER having been signed by at least a majority of the directors of each corporation, party thereto, and having been submitted to the shareholders of each corporation, party thereto, at special meetings of the shareholders thereof, separately called and held, in accordance with the requirements of Section 52 of the Michigan General Corporation Act, and having been adopted by the votes, cast by ballot of the shareholders of each corporation, party thereto, representing at least two-thirds of the total number of outstanding shares of each corporation, party thereto, all in accordance with the requirements of Section 53 of the Michigan General Corporation Act, and that fact having been certified on said Agreement of Merger by the president (or vice president) and the secretary (or assistant secretary) of each corporation, party thereto, the president (or vice president) and the secretary (or assistant secretary) of each corporation, party thereto, do now hereby execute the said Agreement of Merger under the corporate seals of their respective corporations, by authority of the directors and shareholders of their respective corporation, as the respective act, deed and agreement of each of the corporations, this 31st day of July, 1967.

Acme Quality Paints, Inc.

By

H. D. Lester, Vice President

Attest:

W. C. Fine, Secretary

W. C. Fine, Secretary

Levitt Brothers Company

By

R. G. Bull, President

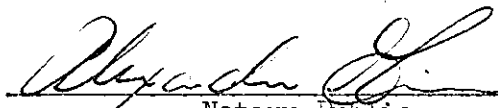
Attest:

V. A. Hollis, Assistant Secretary

V. A. Hollis, Assistant Secretary

STATE OF OHIO)
) SS:
COUNTY OF CUYAHOGA)

On this 31st day of July, 1967, before me, a Notary Public in and for said county, in the state aforesaid, personally appeared H. D. Lester, known to me to be the vice president and W. C. Fine, known to me to be the secretary of Acme Quality Paints, Inc., a corporation organized and existing under the Michigan General Corporation Act, and known to me to be the persons whose names are subscribed to the foregoing Agreement of Merger as such vice president and as such secretary, and they acknowledged that they signed, sealed and delivered the Agreement of Merger as their free and voluntary act, as such vice president and as such secretary, and as their free and voluntary act, deed and agreement of the corporation, for the uses and purposes therein set forth, and further acknowledged the Agreement of Merger to be the act, deed and agreement of the corporation, all by authority of the board of directors of the corporation and by authority of a resolution adopted by ballot, at a special meeting of the shareholders duly called and held as required by the provisions of Section 52 of the Michigan General Corporation Act, by the affirmative vote of the holders of at least two-thirds of the total number of outstanding shares.

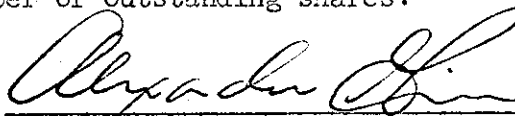


Notary Public

ALEXANDER GINN, Attorney at Law
NOTARY PUBLIC - State of Ohio
My commission has no expiration date.
Section 147.03 R.C.

STATE OF OHIO)
) SS:
COUNTY OF CUYAHOGA)

On this 31st day of July, 1967, before me, a Notary Public in and for said county, in the state aforesaid, personally appeared R. G. Bull, known to me to be the president and V. A. Hollis, known to me to be the assistant secretary of Levitt Brothers Company, a corporation organized and existing under the Michigan General Corporation Act, and known to me to be the persons whose names are subscribed to the foregoing Agreement of Merger as such president and as such assistant secretary, and they acknowledged that they signed, sealed and delivered the Agreement of Merger as their free and voluntary act, as such president and as such assistant secretary, and as their free and voluntary act, deed and agreement of the corporation, for the uses and purposes therein set forth, and further acknowledged the Agreement of Merger to be the act, deed and agreement of said corporation, all by authority of the board of directors of the corporation and by authority of a resolution adopted by ballot, at a special meeting of the shareholders duly called and held as required by the provisions of Section 52 of the Michigan General Corporation Act, by the affirmative vote of the holders of at least two-thirds of the total number of outstanding shares.



Notary Public

ALEXANDER GINN, Attorney at Law
NOTARY PUBLIC - State of Ohio
My commission has no expiration date.
Section 147.03 R.C.