

348619

Florida Department of State  
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MERGER OR SHARE EXCHANGE

ADMIRAL CORPORATION

Certificate of Status	1
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Page Count	06
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Merger  
CC/CUS  
10/10/09

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**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, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>ADMIRAL CORPORATION</u>	<u>FLORIDA</u>	<u>348619</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Palm Coast Construction Company</u>	<u>Florida</u>	<u>416603</u>
<u>PCHR, Inc.</u>	<u>Florida</u>	<u>416783</u>
<u>Palm Coast Inc.</u>	<u>Florida</u>	<u>356096</u>
_____	_____	_____
_____	_____	_____

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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 after merger file date.)

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 10/07/2009

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 10/07/2009

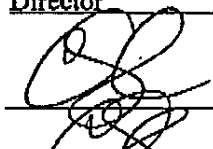
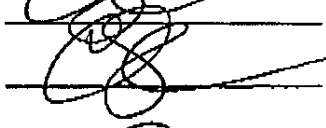
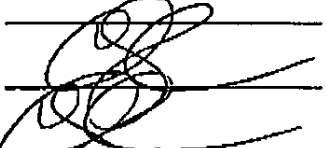
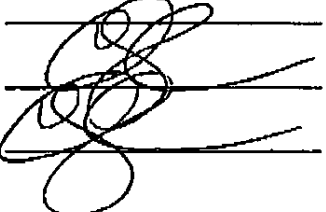
The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

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**Seventh: SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
<u>Admiral Corporation</u>		<u>Craig E. Johnson, President</u>
<u>Palm Coast Construction</u>		<u>Craig E. Johnson, President</u>
<u>Company</u>		
<u>PCHR, Inc.</u>		<u>Craig E. Johnson, President</u>
<u>Palm Coast Inc.</u>		<u>Craig E. Johnson, President</u>
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**PLAN OF MERGER**

This Plan of Merger is entered into as of the 7th day of October, 2009, pursuant to Section 607.1101, Florida Statutes, among **ADMIRAL CORPORATION**, a Florida corporation ("Admiral"); **PALM COAST CONSTRUCTION COMPANY**, a Florida corporation ("PCCC"); **PCHR, Inc.**, a Florida corporation ("PCHR"); and **Palm Coast Inc.**, a Florida corporation ("PCI"). **Admiral, PCCC, PCHR and PCI** are referred to collectively herein as the "Parties."

**BACKGROUND**

Economies of operation and savings in administrative expenses can be achieved by merging **Admiral, PCCC, PCHR and PCI** into a single corporation.

Now, therefore, in consideration of the premises and mutual promises herein made, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

**ARTICLE I**  
**MERGER PROVISIONS**

1.1 Definitions.

(a) "Act" means the Florida Business Corporation Act, Chapter 607, Florida Statutes.

(b) "Admiral Share" means a share of the voting common stock, \$1.00 par value per share, of **Admiral**.

(c) "PCCC Share" means a share of the common stock, \$1.00 par value per share, of **PCCC**.

(d) "PCHR Share" means a share of the common stock, \$1.00 par value per share, of **PCHR**.

(e) "PCI Share" means a share of the common stock, \$1.00 par value per share, of **PCI**.

1.2 Basic transaction.

(a) Merger. On and subject to the terms and conditions of this Plan of Merger, each of **PCCC, PCHR and PCI** shall merge with and into **Admiral** (the "Merger") at the Effective Time. **Admiral** shall be the corporation surviving the Merger (the "Surviving Corporation").

(b) Closing. The closing of the transactions contemplated by this Plan of Merger (the "Closing") shall take place at the offices of **Rogers Towers, P.A.**, in **Jacksonville, Florida**, commencing at 1:00 p.m. local time on **October 7, 2009** or such

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other date as the Parties may mutually determine (the "Closing Date"); provided, however, that the Closing Date shall be no earlier than October 7, 2009.

(c) Actions at Closing. At the Closing, (i) Admiral, PCCC, PCHR and PCI shall file with the Florida Secretary of State Articles of Merger in the form attached hereto as Exhibit A (the "Articles of Merger"), (ii) each PCCC Share shall be cancelled and converted as provided below in this Section 1.2, (iii) each PCHR Share shall be cancelled and converted as provided below in this Section 1.2, and (iv) each PCI Share shall be cancelled and converted as provided below in this Section 1.2.

(d) Effect of Merger.

(i) General. The Merger shall become effective at the time (the "Effective Time") Admiral, PCCC, PCHR and PCI file the Articles of Merger with the Florida Secretary of State. The Merger shall have the effect set forth in Section 607.1106 of the Act. The Surviving Corporation may, at any time after the Effective Time, take any action (including executing and delivering any document) in the name and on behalf of any of Admiral, PCCC, PCHR or PCI in order to carry out and effectuate the transactions contemplated by this Plan of Merger.

(ii) Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation in effect immediately prior to the Effective Time shall continue without change and be the Articles of Incorporation of the Surviving Corporation.

(iii) Bylaws. The bylaws of the Surviving Corporation in effect immediately prior to the Effective Time shall continue without change and be the bylaws of the Surviving Corporation.

(iv) Directors and Officers. The directors and officers of the Surviving Corporation shall continue as the directors and officers of the Surviving Corporation at and as of the Effective Time (retaining their respective positions and terms of office).

(v) Conversion of PCCC Shares. At and as of the Effective Time, each PCCC Share shall be exchanged for one Admiral Share and each PCCC Share shall thereafter be cancelled. No PCCC Share shall be deemed to be outstanding or to have any rights as of the Effective Time.

(vi) Conversion of PCHR Shares. At and as of the Effective Time, each PCHR Share shall be exchanged for one Admiral Share and each PCHR Share shall thereafter be cancelled. No PCHR Share shall be deemed to be outstanding or to have any rights as of the Effective Time.

(vii) Conversion of PCI Shares. At and as of the Effective Time, each PCI Share shall be exchanged for one Admiral Share and each PCI Share

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shall thereafter be cancelled. No PCI Share shall be deemed to be outstanding or to have any rights as of the Effective Time.

(e) Closing of Transfer Records. After the closing of business on the Closing Date, transfers of any PCCC Shares, PCHR Shares and PCI Shares outstanding prior to the Effective Time shall not be made on the stock transfer books of the Surviving Corporation.

1.3 Rights and Obligations of the Surviving Corporation.

(a) Rights. The Surviving Corporation shall possess and retain every interest in all assets and property of every description of Admiral, PCCC, PCHR and PCI. The rights, privileges and immunities, powers, franchises and authority of a public as well as of a private nature of Admiral, PCCC, PCHR and PCI shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real and personal property vested in any of Admiral, PCCC, PCHR or PCI shall not revert or in any way be impaired by reason of the Merger.

(b) Obligations. All obligations belonging to or due to any of Admiral, PCCC, PCHR or PCI shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all obligations of each of Admiral, PCCC, PCHR and PCI existing as of the Effective Time.

**ARTICLE II**  
**MISCELLANEOUS**

2.1 Amendment or Abandonment of Plan of Merger. This Plan of Merger may be amended or abandoned at any time prior to filing the Articles of Merger. The procedure for amending or abandoning the Plan of Merger shall be the adoption of resolutions to abandon the merger by the Board of Directors of each of Admiral, PCCC, PCHR and PCI.

2.2 Governing Law. This Plan of Merger shall be governed by and construed in accordance with the domestic laws of the State of Florida without giving effect to any choice or conflict of law provision or rule (whether of the State of Florida or any other jurisdiction) that would cause the application of the laws of any jurisdiction other than the State of Florida.

2.3 Severability. Any term or provision of this Plan of Merger that is invalid or unenforceable in any situation in any jurisdiction shall not affect the validity or enforceability of the remaining terms and provisions hereof or the validity or enforceability of the offending term or provision in any other situation or in any other jurisdiction.

*Remainder of Page Intentionally Left Blank;  
Signatures Appear on Separate Page*

Oct. 9. 2009 2:17PM

No. 0626 P. 7

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IN WITNESS WHEREOF, the Parties have executed this Plan of Merger as of the date first above written.

**ADMIRAL CORPORATION,**  
a Florida corporation

By: \_\_\_\_\_  
Craig E. Johnson  
President

**PALM COAST CONSTRUCTION COMPANY,**  
a Florida corporation

By: \_\_\_\_\_  
Craig E. Johnson  
President

**PCHR INC.,**  
a Florida corporation

By: \_\_\_\_\_  
Craig E. Johnson  
President

**PALM COAST INC,**  
a Florida corporation

By: \_\_\_\_\_  
Craig E. Johnson  
President