

G73095

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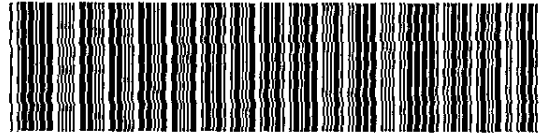
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Corrected new name in merger OK per michelle



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04/27/06--01035--017 **87.50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

06 APR 27 PM 2:44

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merger

SP

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

FILE FIRST - ALONG WITH AMENDED RESTATED ON FOXX HOLDINGS, INC.

CONTACT: KATIE WONSCH

DATE: 04/26/2006

REF. #: 000150.51152

CORP. NAME: FOXX MERGER SUB, INC. merging into FLORIDA EAST COAST INDUSTRIES, INC.

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 516907 FOR \$ 87.50

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|--|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input checked="" type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

**ARTICLES OF MERGER
OF
FOXX MERGER SUB, INC., A FLORIDA CORPORATION
INTO
FLORIDA EAST COAST INDUSTRIES, INC., A FLORIDA CORPORATION**

Pursuant to the provisions of 607.1101, 607.11045 and 607.1105 of the Florida Business Corporation Act (the "Act"), Florida East Coast Industries, Inc., a Florida corporation ("FECI"), Foxx Holdings, Inc., a Florida corporation ("Holdings"), and Foxx Merger Sub, Inc. a Florida corporation (the "Merger Sub"), adopt the following Articles of Merger for the purpose of merging Merger Sub with and into FECI.

FIRST: The Plan of Merger is attached hereto as Exhibit A.

SECOND: The Plan of Merger was adopted by the board of directors of each of FECI, Holdings and Merger Sub in accordance with the provisions of Section 607.11045 of the Act as of 5th day of January, 2006.

THIRD: All of the conditions specified in subsection 607.11045(3) of the Act have been satisfied.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 27th day of April, 2006.

FLORIDA EAST COAST INDUSTRIES, INC.:

By: Heidi J. Eddins
Name: Heidi J. Eddins
Title: Secretary

FOXX HOLDINGS, INC.:

By: Heidi J. Eddins
Name: Heidi J. Eddins
Title: Secretary

FOXX MERGER SUB, INC.:

By: Heidi J. Eddins
Name: Heidi J. Eddins
Title: Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated April 27, 2006, between **Florida East Coast Industries, Inc.**, a Florida corporation ("FECI" or the "Surviving Corporation"), **Foxx Holdings, Inc.**, a Florida corporation ("Holdings"), and **Foxx Merger Sub, Inc.**, a Florida corporation ("Merger Sub").

All issued and outstanding shares of Holdings are owned by FECI and all of the issued and outstanding shares of Merger Sub are owned by Holdings.

FECI and Merger Sub desire to effect the statutory merger of Merger Sub with and into FECI, with FECI to survive such merger.

1. **Constituent Corporations.** FECI and Merger Sub shall be parties to the merger (the "Merger").

2. **Terms and Conditions of Merger.** Merger Sub (the "Constituent Corporation") shall, pursuant to the provisions of Section 607.11045 of the Florida Business Corporation Act (the "FBCA"), be merged with and into FECI, which shall continue to exist pursuant to the laws of the State of Florida. At the effective time of the Merger (as set forth in paragraph 8) (the "Effective Time"), the existence of the Constituent Corporation shall cease. At the Effective Time, the Surviving Corporation shall assume the obligations of the Constituent Corporation.

3. **Capital Stock.** At the Effective Time, each share of common stock of Foxx Merger Sub issued and outstanding immediately prior to the Effective Time shall be converted into one share of common stock of the Surviving Corporation. At the Effective Time (a) each share of common stock of FECI held as treasury stock shall be converted into one share of common stock of Holdings held as treasury stock (b) each share of common stock, together with attached preferred share purchase rights, of FECI issued and outstanding immediately prior to the Effective Time shall be converted into one share of common stock, together with attached preferred share purchase rights, of Holdings; provided that each share of restricted common stock of FECI that is restricted under any stock option or compensation plan, agreement or arrangement of FECI or otherwise immediately prior to the Effective Time, whether or not then vested or exercisable, shall be converted into a restricted share of Holdings common stock, restricted on substantially the same terms and conditions (including, without limitation, vesting schedule) as applied to such share of FECI restricted stock immediately prior to the Effective Time and (c) each stock option under any stock option or compensation plan or arrangement of FECI that is outstanding immediately prior to the Effective Time, whether or not then vested or exercisable, shall be converted into an option to purchase the same number of shares of common stock of Holdings, on substantially the same terms and conditions (including, without limitation, vesting schedule and per share exercise price) as applied to such FECI option. At the Effective Time, the capital stock of Holdings owned by the Surviving Corporation shall be cancelled without payment therefor.

4. **Certificates.** Until thereafter surrendered for transfer or exchange in the ordinary course, each outstanding share certificate that, immediately prior to the Effective Time, represented shares of common stock of FECl and attached preferred share purchase rights shall be deemed and treated for all corporate purposes to represent ownership of the number of shares of common stock of Holdings into which such shares were converted pursuant to paragraph 3 above.

5. **Articles of Incorporation.** From the Effective Time, the Articles of Incorporation of FECl immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided in the manner prescribed by the laws of the State of Florida, with the following amendments:

a. Article I shall be amended to read in its entirety as follows:

“The name of the Corporation is FECl Company. The Corporation’s principal office and mailing address is One Malaga Street, St. Augustine, Florida 32084.”

b. Article V Section 1 shall be amended to read in its entirety as follows:

“The aggregate number of shares of all classes of stock which the Corporation shall have the authority to issue is one thousand (1,100) shares consisting one thousand (1,000) shares of common stock, no par value (the “Common Stock”) and one hundred (100) shares of preferred stock, no par value (the “Preferred Stock”).

c. A new Article XIII shall be added to the Articles of Incorporation which shall read in its entirety as follows:

“Pursuant to Section 607.11045 of the FBCA, any act or transaction by or involving the Corporation which requires for its adoption under the FBCA or these Articles of Incorporation the approval of the shareholders of the Corporation, will also require the approval of the shareholders of Florida East Coast Industries, Inc., a Florida corporation, or any successor thereto by merger, by the same vote as is required by the FBCA or these Articles of Incorporation.”

d. The Amended and Restated Articles of Amendment relating to designation of Series A Participating Cumulative Preferred Stock shall be deleted.

6. **Bylaws.** The Bylaws of FECl as in effect as of the Effective Time shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided in the manner prescribed by the laws of the State of Florida.

7. **Directors and Officers.** From and after the Effective Time, until successors are duly elected or appointed and qualified in accordance with applicable law,

(a) the directors of Merger Sub in office immediately prior to the Effective Time shall be the directors of the Surviving Corporation, and (b) the officers of FECCI immediately prior to the Effective Time shall continue to be the officers of the Surviving Corporation, all of whom shall hold their offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

8. **Effective Date.** The Merger shall become the time (the "Effective Time") at which Articles of Merger have been filed with the Department of State of the State of Florida.

Exhibit A

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed
as of the date set forth above.

**FLORIDA EAST COAST INDUSTRIES,
INC.:**

By: Heidi J. Eddins
Name: Heidi J. Eddins
Title: Executive Vice President, Secretary

FOXX HOLDINGS, INC.:

By: Heidi J. Eddins
Name: Heidi J. Eddins,
Title: Secretary

FOXX MERGER SUB, INC.:

By: Heidi J. Eddins
Name: Heidi J. Eddins
Title: Secretary