

FROM : GASSMAN
Division of Corporations

FAX NO. : 7274435829

Jan. 13 2005 09:10AM P1

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L04000002540

Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

ALD HOLDINGS, L.L.C.

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ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Statutes Section 608.4382.

First: The name and jurisdiction of the surviving company:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/applicable)
ALD HOLDINGS, L.L.C.	Florida	L04000002540

The name and address of the Manager of the surviving company is: Manuel F. DelCharco, Jr., 803 Southwest 1st Avenue, Ocala, Florida 34474.

Second: The name and jurisdiction of the merging company:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/applicable)
ALD HOLDINGS MERGER, L.L.C.	Florida	L05-3620

The name and address of the Manager of the merging company is: Manuel F. DelCharco, Jr., 803 Southwest 1st Avenue, Ocala, Florida 34474.

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.

Fifth: Adoption of Merger by surviving company:

The Plan of Merger was adopted by the members of the surviving company on January 13, 2005.

Sixth: Adoption of Merger by merging company:

The Plan of Merger was adopted by the members of the merging company on January 13, 2005.

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Alan S. Gassman, Esquire
1245 Court Street, Suite 102
Clearwater, FL 33756
(727) 442-1200
Florida Bar #: 371750

Seventh: SIGNATURES FOR EACH COMPANY:

SURVIVING COMPANY:

ALD HOLDINGS, L.L.C.

By: 
Manuel F. DelCharco, Jr.

Its: President/Manager

MERGING COMPANY:

ALD HOLDINGS MERGER, L.L.C.

By: 
Manuel F. DelCharco, Jr.

Its: President/Manager

J:\D\DelCharco\ALD Holdings Doc Stamp\Articles of Merger.1.wpd
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PLAN OF MERGER

The following plan of merger is submitted in compliance with Florida State Section 608.4381, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the surviving company:

<u>Name</u>	<u>Jurisdiction</u>
ALD HOLDINGS, L.L.C.	Florida

The name and address of the Manager of the surviving company is: Manuel F. DelCharco, Jr., 803 Southwest 1st Avenue, Ocala, Florida 34474.

The name and jurisdiction of each merging company:

<u>Name</u>	<u>Jurisdiction</u>
ALD HOLDINGS MERGER, L.L.C.	Florida

The name and address of the Manager of the merging company is: Manuel F. DelCharco, Jr., 803 Southwest 1st Avenue, Ocala, Florida 34474.

The terms and conditions of the merger are as follows:

The Constituent Companies hereby agree that the Merging Company shall be merged with and into the Surviving Company, and the Merging Company and the Surviving Company shall be a single Company. The surviving Company shall be the Company continuing after the merger, and the separate existence of the Merging Company shall cease on the effective date of this Agreement.

The manner and basis of converting the membership interests of the merging or surviving into membership interests of the parent or any other company or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire interests of each company into rights to acquire membership interests of the surviving or any other company or, in whole or in part, into cash or other property are as follows:

Since all membership interests of the Merging Company are currently owned by the same Members and in the same proportion as the membership interests of the Surviving

PLAN OF MERGER**PAGE 1**

Alan S. Gassman, Esquire
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Company, no additional membership interests need be issued by the Surviving Company to reflect the ownership interest of the Members after the effective date. The certificates representing the membership interests of the Merging Company shall be surrendered and canceled on the effective date. The then membership interests of the Surviving Company shall be unaffected by the merger and shall continue to constitute all of the outstanding membership interests in the Surviving Company.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger, effective the
13 day of January, 2005.

SURVIVING COMPANY::

ALD HOLDINGS, L.L.C.

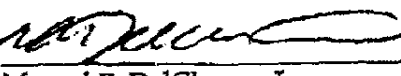
By: 

Manuel F. DelCharco, Jr.

Its: President/Manager

MERGING COMPANY:

ALD HOLDINGS MERGER, L.L.C.

By: 

Manuel F. DelCharco, Jr.

Its: President/Manager

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PLAN OF MERGER

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