

L04000091021

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

[Handwritten signature]

Office Use Only



800042975138

12/28/04--01038--016 **120.00

FILED
04 DEC 28 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
DEC 27 PM 12:31
TALLAHASSEE, FLORIDA

GRAY | ROBINSON
ATTORNEYS AT LAW

SUITE 600
301 SOUTH BRONOUGH ST. (32301)
POST OFFICE BOX 11189
TALLAHASSEE, FL 32302-3189
TEL 850-222-7717
TEL 850-577-9090
FAX 850-222-3494
FAX 850-577-3311
gray-robinson.com

CLERMONT
KEY WEST
LAKE LAND
MELBOURNE
ORLANDO
TALLAHASSEE
TAMPA

December 28, 2004

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

FILED
04 DEC 28 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To Whom It May Concern:

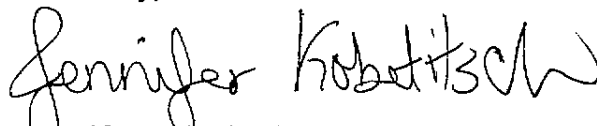
Enclosed for filing, please find the **ARTICLES OF MERGER**, along with a check in the amount of **\$120.00** for the applicable filing fees and fees to obtain **Two (2) Certified Copies** of the **Articles of Merger** for the following entity:

EAST COAST CONTRACT INDUSTRIES, INC.
(Document No. P96000026968) into

ECCI, LLC
(Document No. L04000091021)

Upon receipt, please "date-stamp" the copy of the letter provided and call me at 222-7717, when the document is ready. Thank you for your assistance in this matter.

Sincerely,



Jennifer Kobetitsch
Office Administrator

JCK
Enclosures

**ARTICLES OF MERGER
MERGING
EAST COAST CONTRACT INDUSTRIES, INC.
WITH AND INTO
ECCI, LLC**

FILED
04 DEC 28 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 608.438, 608.4381 and 608.4382 of the Florida Limited Liability Company Act and Sections 607.1108, 607.1109 and 607.11101 of the Florida Business Corporation Act, EAST COAST CONTRACT INDUSTRIES, INC. ("East Coast"), a Florida corporation, and ECCI, LLC ("ECCI LLC"), a Florida limited liability company, hereby adopt the following Articles of Merger:

ARTICLE I

The name, type of entity and state of organization of each of the constituent business entities are as follows:

<u>Name</u>	<u>State of Organization</u>	<u>Type of Entity</u>
EAST COAST CONTRACT INDUSTRIES, INC.	Florida	Corporation
ECCI, LLC	Florida	Limited Liability Company

99600026968

ARTICLE II

Effective on December 28, 2004 (the "Effective Date"), East Coast shall be merged with and into ECCI LLC and ECCI LLC shall be the surviving business entity.

ARTICLE III

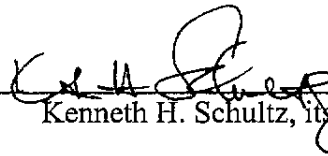
The Plan of Merger pursuant to which East Coast shall merge with and into ECCI LLC (the "Plan of Merger") is attached hereto as Exhibit A and is incorporated herein and made a part hereof by reference.

ARTICLE IV

The Plan of Merger was adopted by the sole member of ECCI LLC on December 21, 2004, in accordance with the applicable provisions of Chapter 608, *Florida Statutes*. The Plan of Merger was adopted by the Board of Directors and approved by the sole shareholder of East Coast on December 21, 2004, in accordance with the applicable provisions of Chapter 607, *Florida Statutes*. There are no dissenting members or dissenting shareholders of either of the constituent business entities.

IN WITNESS WHEREOF, these Articles of Merger are dated this 22nd day of December, 2004.

EAST COAST CONTRACT
INDUSTRIES, INC., a Florida corporation

By: _____
Kenneth H. Schultz, its Secretary

ECCL, LLC, a Florida limited liability
company

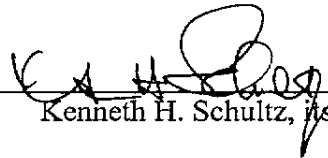
By: _____
Kenneth H. Schultz, its Secretary

EXHIBIT A
PLAN OF MERGER
OF
EAST COAST CONTRACT INDUSTRIES, INC.
WITH AND INTO
ECCI, LLC

THIS PLAN OF MERGER is among **EAST COAST CONTRACT INDUSTRIES, INC.**, a Florida corporation ("**East Coast**"), and **ECCI, LLC**, a Florida limited liability company ("**ECCI LLC**").

1. The principal place of business for both East Coast and ECCI LLC is located at 1095 W. Morse Boulevard, Winter Park, Florida 32789.
2. East Coast has seven thousand five hundred (7,500) shares of common stock, par value \$1.00, authorized (the "**East Coast Stock**"), of which one thousand (1,000) shares are issued and outstanding, and all of which are issued to Developmental Holdings, Inc., a Florida corporation ("**DHI**," and in this capacity, also referred to herein as the "**Shareholder**"), and there are no options or other rights to acquire additional shares of capital stock issued or outstanding.
3. All of the membership interests of ECCI LLC (the "**LLC Interests**") are owned one hundred percent (100%) by DHI (in this capacity, also referred to herein as the "**Member**"), and there are no options or other rights to acquire additional membership interests in ECCI LLC issued or outstanding.
4. East Coast will merge with and into ECCI LLC as of the Effective Date (as defined below), whereupon East Coast will cease to exist and the businesses of East Coast and ECCI LLC will continue through the Surviving Entity (as defined below).
5. ECCI LLC is a single member limited liability company that is "disregarded" as an entity separate from its owner for federal income tax purposes.
6. DHI has filed an election to treat East Coast as a Qualified Subchapter S Subsidiary, and therefore, East Coast is "disregarded" as an entity separate from its owner for federal income tax purposes.

ARTICLE I

1.1 Names of Constituent Entities.

Name of Target Entity: EAST COAST CONTRACT INDUSTRIES, INC., a Florida corporation

Name of Surviving Entity: ECCI, LLC, a Florida limited liability company

1.2 The Merger. As of the Effective Date, East Coast shall merge with and into ECCI LLC (the “**Merger**”), the separate existence of East Coast shall thereupon cease, and ECCI LLC shall be the surviving entity in the Merger (the “**Surviving Entity**”) and shall continue its legal existence under the laws of the State of Florida.

1.3 Effect of Merger. The Merger shall have the effects set forth in the Florida Business Corporations Act, as amended (the “**FBCA**”), and the Florida Limited Liability Company Act, as amended (the “**FLLCA**”) (with the FBCA and the FLLCA referred to herein collectively as the “**Acts**”).

1.4 Effective Date. The Merger shall become effective on December 28, 2004 (the “**Effective Date**”). The Parties hereto will file with the Florida Secretary of State (the “**Secretary of State**”) Articles of Merger and other necessary documents (the “**Merger Documents**”), in such form as required by, and executed in accordance with, the relevant provisions of the Acts in order to effect the Merger as of the Effective Date.

ARTICLE 2

2.1 East Coast Stock. As of the Effective Date, each share of East Coast Stock issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action on the part of the holder thereof, be surrendered and canceled.

2.2 ECCI LLC Interests. As of the Effective Date, all of the LLC Interests issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action on the part of the holder thereof, continue unchanged and remain outstanding as membership interests of the Surviving Entity. No additional LLC Interests shall be issued to the Member or to any other person or entity in connection with the Merger.

2.3 No Conversion. Since all of the LLC Interests and all of the shares of East Coast Stock issued and outstanding immediately prior to the Effective Date are owned by DHI, no conversion of the issued and outstanding East Coast Stock into LLC Interests is necessary. Therefore, immediately after the Merger, the LLC Interests shall continue to be issued and owned as follows:

Sole Member and Managing Member Name and Address	Ownership Percentage of the issued and outstanding ECCI, LLC Membership Interests
Developmental Holdings, Inc. 1095 West Morse Boulevard Winter Park, FL 32789	100%

2.4 Federal Income Tax Treatment. Since for federal income tax purposes: (i) each Constituent Entity is “disregarded” as an entity separate from its owner, and (ii) DHI is deemed to be the sole owner of all of the assets and liabilities of each Constituent Entity, the merger of

East Coast with and into ECCI LLC will be “disregarded” and without effect for federal income tax purposes.

2.5 Rights and Obligations of East Coast. In accordance with and insofar as permitted by the applicable provisions of the Acts: (i) the Surviving Entity shall possess all rights, privileges and powers of East Coast, (ii) all property and assets of East Coast shall vest in the Surviving Entity without any further act or deed, and (iii) the Surviving Entity shall assume and be liable for all liabilities and obligations of East Coast.

ARTICLE 3

3.1 Articles of Incorporation. The Articles of Incorporation of East Coast in effect immediately prior to the Effective Date shall be canceled and thereafter of no further force or effect as of the Effective Date.

3.2 ECCI LLC Articles of Organization. The Articles of Organization of ECCI LLC in effect immediately prior to the Effective Date shall be and will remain the Articles of Organization of the Surviving Entity, until such Articles shall be amended as provided by law.

3.3 ECCI LLC Operating Regulations. The Operating Regulations of ECCI LLC in effect immediately prior to the Effective Date shall be and will remain the Operating Regulations of the Surviving Entity, until the same shall be altered, amended, or repealed as provided by law.

3.4 ECCI LLC Membership Interests. The membership interests of ECCI LLC issued and outstanding immediately prior to the Effective Date shall be and will remain the issued and outstanding membership interests of the Surviving Entity until such time as the number of members is altered in accordance with the terms of the Operating Regulations of the Surviving Entity.

ARTICLE 4

4.1 Amendment. The Constituent Entities, by mutual consent, may amend this Plan of Merger prior to the filing of the Articles of Merger with the Secretary of State; provided, however, that an amendment made subsequent to the adoption of this Plan of Merger by the Shareholder and the Member shall be subject to the limitations specified in the Acts.

4.2 Termination. This Plan of Merger may be terminated and the Merger and other transactions herein provided for may be abandoned at any time prior to the filing of Articles of Merger with the Secretary of State, whether before or after adoption of this Plan of Merger by the Shareholder and the Member if the Member of ECCI LLC and/or the Board of Directors of East Coast determine that the consummation of the transactions provided for herein would not, for any reason, be in the best interest of the parties.

4.3 Member and Shareholder Approval. This Plan of Merger shall be submitted to the Member and the Shareholder for approval prior to the Effective Date.

4.4 Filing of Articles of Merger. After obtaining such approval by the Shareholder and the Member, ECCI LLC and East Coast are hereby authorized and directed to cause all

required documents to be executed, filed and recorded and all other required action to be taken in order to consummate the Merger as of the Effective Date.