

W7000165884

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

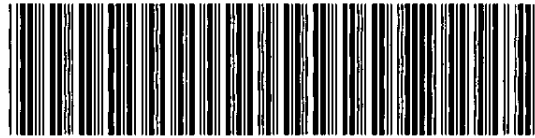
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000122424000

04/07/08--01029--011 **120.00

2008 APR - 7 PM 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

T. CLINE
APR - 8 2008
EXAMINER

Mateer Harbert

A T T O R N E Y S A T L A W

WILLIAM G. MATEER
RONALD A. HARBERT
STEVEN R. BECHTEL
LAWRENCE J. PHALIN
JAMES B. BOGNER
W. SCOTTY GABRIELSON
DAVID L. EVANS
LARRY J. TOWNSEND
MARY A. EDENFIELD
JAMES R. LUSSIER
KURT E. THALWITZER
THOMAS R. HARBERT
MICHAEL A. PAASCH
DONALD R. HENDERSON
J. THEODORE SCHATT
GREGORY C. HARRELL

TWO LANDMARK CENTER, SUITE 600
225 E. ROBINSON STREET
POST OFFICE BOX 2854
ORLANDO, FLORIDA 32802-2854

CONCORD SQUARE BUILDING, SUITE 500
7 EAST SILVER SPRINGS BOULEVARD
POST OFFICE BOX 3775
OCALA, FLORIDA 34478-3775

TELEPHONE (407) 425-9044
FACSIMILE (407) 423-2016

TELEPHONE (352) 351-8003
FACSIMILE (352) 351-9002

CHAD K. ALVARO
JOHN D. HANEBRINK
RENEE E. THOMPSON
MATTHEW J. BROWN
MELISSA J. CUPPS

OF COUNSEL
DAVID M. LANDIS
JON E. KANE
KARL V. HART

PLEASE REPLY TO: ORLANDO

E-MAIL ADDRESS
jlussier@mateerharbert.com

DIRECT LINE
(407) 377-6187

April 4, 2008

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Recording Certificate of Merger of D&D Smith Constructors, LLC

Dear Sir or Madam:

Enclosed for filing is the original Certificate of Merger by which a Florida Corporation is merging into a Florida limited liability company, with the LLC being the surviving entity. Specifically, D&D Smith Constructors, Inc. is merging with D&D Smith Constructors, LLC and D&D Smith Constructors, LLC will be the surviving entity. Enclosed with the Certificate of Merger is the filing fee of \$50.00 (\$25.00 per party) for the LLC and \$70.00 (\$35.00 per party) for the corporation. Please record this Certificate of Merger at your earliest convenience.

Please contact this office if you have any questions.

Very truly yours,



JAMES R. LUSSIER

JRL:lta
Enc.

H:\Lussier JD & D Smith Constructors, LLC\General D&D Smith corporate merger Sec of State ltr\w cert of merger.doc

2008 APR - 7 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

CERTIFICATE OF MERGER

D&D Smith Constructors, LLC hereby adopts the following Certificate of Merger, effective March 31, 2008.

I. Plan of Merger.

573965

A. **D&D Smith Constructors, Inc.**, a Florida for-profit corporation, with a principal address of 519 Conroy Street, Orlando, Florida 32805, plans to merge with **D&D Smith Constructors, LLC**, a Florida limited liability company with a principal address of 519 Conroy Street, Orlando, Florida 32805, which will be designated as the surviving entity.

LOT-105884

B. The terms and conditions of the merger are: for \$10.00 and other valuable consideration, all of the assets and liabilities of D&D Smith Constructors, Inc. will be transferred into and merged with D&D Smith Constructors, LLC, such that the surviving entity will take over ownership of and assume responsibility for all such assets and liabilities. The Officers and Directors of D&D Smith Constructors, Inc. will execute any and all documents reasonably required to effect such transfers of assets and liabilities, particularly as such may be required by third parties. The Managing Member of D&D Smith Constructors, LLC shall execute all documents reasonably required to effect such transfer of assets and acceptance or assignment of such liabilities. There is no other compensation to be paid to any persons or entities in return for this merger. All transaction costs that are associated herewith shall be paid by D&D Smith Constructors, LLC.

2008 APR 27 PM 1:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

C. The two Shareholders of D&D Smith Constructors, Inc. and their numbers of shares are as follows:

Dwight D. Smith	75 Shares
Donald Smith	25 Shares

The two Members of D&D Smith Constructors, LLC and their ownership percentages are:

Dwight D. Smith 75% Interest
Donald Smith 25% Interest

All of the outstanding stock of D&D Smith Constructors, Inc. will be turned in and cancelled of record, and the ownership interest therein will be incorporated into and become part of the membership interests in the surviving entity, which shall remain held by the two current Members of D&D Smith Constructors, LLC, in the same percentages of ownership.

D. The surviving entity, D&D Constructors, LLC, shall continue to managed by its current Manager, Dwight D. Smith.

E. The effective date of the merger is the date of filing the Certificate of Merger with the Secretary of State of the State of Florida.

F. This Plan of Merger has been submitted to, adopted and approved by all the Shareholders and Directors of D&D Smith Constructors, Inc. and by all the Members and Manager of D&D Smith Constructors, LLC. No person or entity with appraisal rights is seeking to exercise them, and so no payments are to be made pursuant to §§608.4351-608.4352, Florida Statutes.

G. This Plan of Merger may not be abandoned by D&D Smith Constructors, Inc. absent a vote by all Shareholders and Directors entitled to vote on the Plan of Merger.

H. This Plan of Merger has been adopted pursuant to Resolutions duly approved by the Shareholders, Directors and Members of the merging entities adopted March 31, 2008.

II. Statement of Adoption – the foregoing Plan of Merger was approved unanimously by all Shareholders and Directors of D&D Smith Constructors, Inc. and by all Members and the Manager of D&D Smith Constructors, LLC by Resolutions appropriately adopted by each, in accordance the applicable provisions of Chapters 607 and 608, Florida Statutes.

III. The effective date of this merger shall be the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.

FILED
2008 APR -7 PM 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IV. The surviving entity, D&D Smith Constructors, LLC, is a Florida limited liability company and will continue to conduct business at its principal address of 519 Conroy Street, Orlando, Florida 32805.

D&D SMITH CONSTRUCTORS, INC.

By: Dwight D. Smith
Dwight D. Smith, President

Dwight D. Smith
Dwight D. Smith, 50% Shareholder

Donald Smith
Donald Smith, 50% Shareholder

D&D SMITH CONSTRUCTORS, LLC

By: Dwight D. Smith 3-31-2008
Dwight D. Smith, Manager

Dwight D. Smith 3-31-2008
Dwight D. Smith, 50% Member

Donald Smith 3/31/08
Donald Smith, 50% Member

FILED
2008 APR -7 PM 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA