

PO1000078933

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H08000119283 3)))



H08000119283ABCX

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

RECEIVED

2008 MAY -1 AM 8:00

TO: SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Division of Corporations  
Fax Number : (850) 617-6380

Account Name : CORPORATION SERVICE COMPANY  
Account Number : 120000000195  
Phone : (850) 521-1000  
Fax Number : (850) 558-1575

*Carma Dunlap*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2008 MAY -1 AM 8:17

FILED

MERGER OR SHARE EXCHANGE

EQUITY ONE ACQUISITION CORP.

Certificate of Status		0
Certified Copy		1
Page Count		06
Estimated Charge		\$68.75

T. CLINE

MAY - 2 2008

Electronic Filing Menu

Corporate Filing Menu

Help

EXAMINER

H08000119283 3

**Articles of Merger  
For  
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Centrefund (U.S.), LLC	Delaware	LLC

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Equity One Acquisition Corp.	Florida	Florida Profit

201-78933

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2008 MAY -1 AM 8:17

FILED

H08000119283 3

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

---

---

---

**SEVENTH:** If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

2008 MAY -1 AM 8:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

H08000119283 3

**EIGHTH:** Signature(s) for Each Party:

Name of Entity/Organization:

Signature(s):

Typed or Printed  
Name of Individual:

Centrefund (U.S.), LLC

Arthur L. Gallagher

Equity One Acquisition Corp.

Arthur L. Gallagher

Corporations:

Chairman, Vice Chairman, President or Officer  
(If no directors selected, signature of incorporator.)

General Partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of a member or authorized representative

**Fees:**

\$35.00 Per Party

**Certified Copy (optional):**

\$8.75

2008 MAY - 1 AM 8:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

H08000119283 3

**AGREEMENT AND PLAN OF MERGER**

**AGREEMENT AND PLAN OF MERGER**, dated as of May 1, 2008, between Centrefund (U.S.) LLC, a Delaware limited liability company (the "Constituent Company") and Equity One Acquisition Corp., a Florida corporation ("EOAC" or the "Surviving Corporation").

The Constituent Company and EOAC desire to effect the statutory merger of the Constituent Company with and into EOAC, with EOAC to survive such merger.

1. **Constituent Company.** The Constituent Company and EOAC shall be parties to the merger (the "Merger") of the Constituent Company with and into EOAC.

2. **Terms and Conditions of Merger.** The Constituent Company shall, pursuant to the provisions of the laws of the State of Delaware, be merged with and into EOAC, which shall continue to exist pursuant to the laws of the State of Florida. Upon the effective date of the merger, as set forth in paragraph 7 (the "Effective Date"), the existence of the Constituent Company shall cease. On the Effective Date, EOAC shall assume the obligations of the Constituent Company.

3. **Conversion of Shares and Membership Interests.** Upon the Effective Date, the Membership Interests of the Constituent Company, presently issued and outstanding shall be retired. Upon the Effective Date, each share of capital stock of EOAC that is issued and outstanding immediately prior to the Effective Date shall continue to be outstanding at and after the Effective Date as shares of the Surviving Corporation.

4. **Articles of Incorporation.** The Articles of Incorporation of EOAC as of the Effective Date 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 and in the manner prescribed by the laws of the State of Florida.

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

6. **Directors and Officers.** The directors and officers of the EOAC in office on the Effective Date shall continue to be the directors and officers of the Surviving Corporation, all of who shall hold their directorships and 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.

7. **Effective Date.** The Merger shall become effective on the date on which the Articles of Merger have been filed with the Secretary of State of the State of Florida.

8. **Amendment and Plan of Merger.** The Board of Directors and the Managers of each of the Constituent Company and EOAC, as applicable, are authorized to amend this Plan of Merger at any time prior to the Effective Date.

2008 MAY - 1 AM 8:17  
FILED  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

MAY. 1. 2008 5:48PM C S C

NO. 984 P. 6


H08000119283 3

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed on behalf of the parties hereto as of the 1<sup>st</sup> day of May, 2008.

**EQUITY ONE ACQUISITION CORP.,**  
a Florida corporation

By:   
Arthur L. Gallagher,  
Vice President and Secretary

**CENTREFUND (U.S.) LLC,**  
a Delaware limited liability company

By:   
Arthur L. Gallagher,  
Vice President and Secretary

2008 MAY - 1 AM 8:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED