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MERGER OR SHARE EXCHANGE

J.H.E. HOLDINGS, INC.

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PLAN AND ARTICLES OF MERGER

THIS PLAN AND ARTICLES OF MERGER (hereinafter "this Agreement") is made and entered into this 5 day of January, 2007, by and between J.H.E. Holdings, Inc., a Florida corporation (hereinafter referred to as "JHE"), and Donna Lynne Real Estate, Inc., a Florida corporation (hereinafter referred to as "DL Real Estate"). In this Agreement, JHE and DL Real Estate are sometimes collectively referred to as the "Constituent Corporations".

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WITNESSETH:

WHEREAS, the Boards of Directors and Stockholders of the Constituent Corporations deem it advisable and in the best business interest of each of the Constituent Corporations that DL Real Estate (hereinafter sometimes referred to as the "Nonsurviving Corporation") be merged with and into JHE and that JHE (hereinafter sometimes the "Surviving Corporation") merge the Nonsurviving Corporation with and into itself, as authorized by Florida Statutes Section 607 and Section 368(a)(1)(A) of the Internal Revenue Code of 1986 as amended, and pursuant to the terms and conditions hereinafter set forth.

NOW, THEREFORE, the Constituent Corporations, by and among themselves and their respective Boards of Directors and Stockholders, in consideration of the mutual covenants, agreements and provisions hereinafter contained, have agreed and do hereby agree each with the other that the Nonsurviving Corporation be merged with and into the Surviving Corporation and that the Surviving Corporation merge the Nonsurviving Corporation with and into itself pursuant to the provisions of the laws of

the State of Florida, and do hereby agree upon and prescribe the terms and conditions of said merger and the mode of carrying the same into effect in the following Agreement, Plan and Articles of Merger:

ARTICLE I - CONSTITUENT CORPORATIONS

a. JHE, a corporation organized and existing under the laws of the State of Florida, by its Articles of Incorporation, which were filed with the Department of State of the State of Florida on October 6, 2006, has an authorized capitalization of 10,000 shares of voting common capital stock, with no per share par value, all of which are presently issued and outstanding.

b. DL Real Estate, a corporation organized and existing under the laws of the State of Florida, by its Articles of Incorporation, which were filed with the Department of State of the State of Florida on October 6, 2006, has an authorized capitalization of 10,000 shares of voting common capital stock, with \$1.00 per share par value, 100 shares of which are presently issued and outstanding.

ARTICLE II - MERGER

DL Real Estate shall be, and it hereby is, merged with and into JHE, and JHE shall, and it hereby does, merge DL Real Estate with and into itself. JHE shall be the surviving corporation in the merger and shall be governed by the laws of the State of Florida, which state shall be its domicile. The principal office of the Surviving Corporation shall be located at JHE's principal place of business, which is presently 4774423 East State Road 200, Fernandina Beach, Florida 32034.

ARTICLE III - CONVERSION OF OUTSTANDING STOCK

The manner and the basis of converting the outstanding shares of capital stock of the Constituent Corporations in the merger, on the basis of fair values assigned to said outstanding shares, shall be as follows:

a. Upon the effective date of the merger, all of the issued and outstanding shares of the common stock of the Nonsurviving Corporation shall, without further action on the part of the holder thereof, be converted into 100 shares of the common stock, no par value, of the Surviving Corporation.

b. The number of shares to be issued pursuant to the provisions of paragraph (a) above shall be determined pursuant to the value as of the date of the merger.

c. No fractional share or shares of the capital stock of the Surviving Corporation, and no certificate or certificates of scrip therefore, will be issued in connection with the merger. In the event the calculation of the aggregate number of shares deliverable in connection with the merger to and for the account of any former holder of the capital stock of a Nonsurviving Corporation would otherwise result in such holder being entitled to a fraction of a share, the number of shares so deliverable shall be increased to the next higher full share if such fraction is one-half or more and shall be reduced to the next smaller full share if such fraction is less than one-half.

d. As soon as practical after the effective date of the merger, each holder of a certificate representing outstanding shares of common stock of the Nonsurviving Corporation shall be entitled, upon surrender of such certificate, to receive in exchange therefore a certificate representing the aggregate number of shares of the common

stock of the Surviving Corporation, into which such shares of the capital stock of the Nonsurviving Corporation shall have been converted pursuant to this Article.

ARTICLE IV - TERMS AND CONDITIONS

The terms and conditions of the merger are as follows:

a. Until altered, amended or repealed, the Articles of Incorporation of the Surviving Corporation in effect on the effective date of the merger shall be the Articles of Incorporation of the Surviving Corporation.

b. Until altered, amended or repealed, the Bylaws of the Surviving Corporation in effect on the effective date of the merger shall be the Bylaws of the Surviving Corporation.

c. The officers and directors of the Surviving Corporation on the effective date of the merger shall be and shall remain the officers and directors of the Surviving Corporation, holding their respective offices until their successors shall have been elected and qualify, unless they earlier die, resign or are removed.

d. If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in the Surviving Corporation, according to the terms hereof, the title to any property or rights of the Nonsurviving Corporation, the proper officers and directors of the Nonsurviving Corporation shall execute and make all such proper assignments and assurances and do all things necessary or appropriate to vest title in such property or rights in the Surviving Corporation, or otherwise to carry out the intent or accomplish the purposes of this Agreement.

ARTICLE V - APPROVALS BY THE CONSTITUENT CORPORATIONS

a. The terms and conditions of the merger set forth in this Agreement were advised, authorized and approved by each of the Constituent Corporations in the manner and by the vote required by its charter and the laws of the state of its Incorporation.

b. Each issued and outstanding share of stock of each of the Constituent Corporations is entitled to vote on this Agreement.

c. The merger contemplated by this Agreement is permitted by the laws of the State of Florida, and all conditions required by the laws of the State of Florida have been satisfied.

d. This Agreement and the merger contemplated by it were approved and unanimously adopted by resolutions of the Board of Directors of the Constituent Corporations on December 31, 2006.

e. After approval by the Boards of Directors of the Constituent Corporations, a copy of this Agreement was furnished to each stockholder of each of the Constituent Corporations, and this Agreement and the merger contemplated by it were unanimously approved by the stockholders of each of the Constituent Corporations on December 31,, 2006. At each meeting of the stockholders of the Constituent Corporations, all of the outstanding shares were voted in favor of this Agreement and the merger contemplated hereby, and none against.

f. Upon the approval of this Agreement by the Department of State of the State of Florida and the payment of all fees and taxes required by the laws of the State of Florida, this Agreement shall be filed by the Department of State of the State of

Florida. Notwithstanding anything contained herein to the contrary, the merger provided herein shall be effective immediately upon filing with the Department of State.

IN WITNESS WHEREOF, the Constituent Corporations have caused this Agreement to be executed and acknowledged in accordance with the laws of the State of Florida and their respective seals affixed hereto.

Vickie Simmons
Print Name: Vickie Simmons
Donald A. Moore
Print Name: Donald A. Moore
Witnesses

J.H.E. Holdings, Inc.

By: [Signature]

Robert L. Vanpuymbrouck

Its: President

"JHE"

Vickie Simmons
Print Name: Vickie Simmons
Donald A. Moore
Print Name: Donald A. Moore
Witnesses

Donna Lynne Real Estate, Inc.

By: [Signature]

Donna Lynne Vanpuymbrouck

Its: President

"DL Real Estate"

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