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Division of Corporations

12/11/2009 4:23:13 PM PAGE 1/006

Fax Server

Page 1 of 1

Florida Department of State
Division of Corporations
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EXAMINER

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Fax Server

12/11/2009 4:23:13 PM PAGE 2/006 Fax Server

ARTICLES OF MERGER
OF
FDG MEZZANINE I LLC
WITH AND INTO
FECI COMPANY

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SECRETARY OF STATE
DIVISION OF CORPORATION

Pursuant to the provisions of Section 607.1101 et seq. of the Florida Statutes, the undersigned hereby certify that:

FIRST: The name, street address of its principal office, jurisdiction and entity type for each merging party are as follows:

FDG MEZZANINE I LLC	Delaware	Limited Liability Company
2855 LeJeune Road, 4th Floor		
Coral Gables, FL 33134		
Florida Doc No. none		

FECI COMPANY	Florida	Corporation
2855 LeJeune Road, 4th Floor		
Coral Gables, FL 33134		
Florida Doc No. G73095		

SECOND: The name, street address, jurisdiction and entity type of the surviving entity is:

FECI COMPANY	Florida	Corporation
2855 LeJeune Road, 4th Floor		
Coral Gables, FL 33134		

THIRD: The Plan of Merger is attached.

FOURTH: Adoption of the Merger by the Surviving Corporation: The Plan of Merger was adopted by the sole shareholder of the corporation on December __, 2009.

FIFTH: Adoption of the Merger by the Merging Company: The Plan of Merger was adopted by the members on December __, 2009.

SIXTH: The Merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

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Fax Server

12/11/2009 4:23:13 PM PAGE 3/006 Fax Server

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the each of the parties hereto by their respective authorized representatives as of December __, 2009.

FECI COMPANY

By: K.O.P. Cobb
Name: Kelleen O.P. Cobb
Title: Vice President

FDG MEZZANINE I LLC

By: K.O.P. Cobb
Name: Kelleen O.P. Cobb
Title: Vice President

Fax Server

12/11/2009 4:23:13 PM PAGE 4/006 Fax Server

**PLAN OF MERGER
OF
FDG MEZZANINE I LLC
AND
FECI COMPANY**

This Plan of Merger (this "Plan of Merger") is made by and between FDG MEZZANINE I LLC, a Delaware limited liability company ("Mezzanine I"), and FECI COMPANY, a Florida corporation ("FECI" or the "Surviving Corporation").

RECITALS

WHEREAS, FECI owns all of the outstanding membership interest of Mezzanine I and pursuant to this Plan of Merger, Mezzanine I shall be merged with and into FECI (the "Merger") and, incident to the Merger, all the issued and outstanding membership interest in Mezzanine I shall be cancelled. Each of the parties hereto wishes to set forth in this Plan of Merger the terms and conditions of the Merger, the mode of carrying the Merger into effect and such other terms and conditions as may be required or desired and permitted. The members of FECI and Mezzanine I deem the Merger desirable and in the best interests of its member and has, by unanimous consent in writing, adopted and approved the Merger.

WHEREAS, all conditions, limitations or restrictions on merger contained in the limited liability company agreements of the Surviving Entity or Constituent Companies have been satisfied or waived or released by all necessary parties in interest.

AGREEMENT

In consideration of the mutual covenants set forth in this Plan of Merger, the parties agree as follows:

1. On the Effective Date (as defined in paragraph 5), in accordance with the provisions of the Delaware Limited Liability Company Act and pursuant to the terms of this Plan of Merger, Mezzanine I shall be merged with and into FECI, which shall be the Surviving Corporation and the separate existence of Mezzanine I shall cease. FECI, as the Surviving Corporation, shall possess and retain every interest in all assets and properties of every description and wherever located of Mezzanine I. The rights, privileges, immunities, powers, franchises and authority, public as well as private, of Mezzanine I shall be vested in the Surviving Corporation without further act. All obligations due to Mezzanine I shall be vested in the Surviving Corporation without further act. The Surviving Corporation shall be liable for all of the obligations of Mezzanine I existing as of the Effective Date.

2. The Articles of Incorporation of Surviving Corporation as in effect on the Effective Date shall remain in effect and be the Articles of Incorporation of the Surviving Corporation, which may be amended from time to time after the Effective Date as provided by law.

Fax Server

12/11/2009 4:23:13 PM PAGE 5/006 Fax Server

3. The Bylaws of Surviving Corporation as in effect on the Effective Date shall remain in effect and be the Bylaws of the Surviving Corporation, which may be amended from time to time after the Effective Date as provided therein.

4. On the Effective Date, by virtue of the Merger and without any further act, all membership interests held in Mezzanine I prior to the Effective Date shall be cancelled.

5. The Merger shall become effective on the day that the Certificate of Merger is filed with the Secretary of State of the State of Delaware and the Articles of Incorporation are filed with the Florida Department of State (the "Effective Date").

6. The Kolleen Cobb, Vice President of the Surviving Corporation, is duly authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instructions, papers, and documents, that shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the Merger.

7. This Agreement shall be governed by, and interpreted in accordance with, the laws of the State of Florida, all rights and remedies being governed by such laws.

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Fax Server

12/11/2009 4:23:13 PM PAGE 6/006 Fax Server

IN WITNESS WHEREOF, Mezzanine I and FECI have caused this Plan of Merger to be signed in their company names by their respective authorized representatives as of December __, 2009.

SURVIVING CORPORATION:

FECI COMPANY

By: 

Kalleen Cobb
Vice President

FDG MEZZANTINE I LLC

By: 

Kalleen Cobb
Authorized Representative