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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: DAWKINS, INC.
(Name of Surviving Party)

Please return all correspondence concerning this matter to:

MARTIN SACK, JR., ATTORNEY-AT-LAW
(Contact Person)

(Firm/Company)

2064 PARK STREET

(Address)

JACKSONVILLE, FLORIDA 32204

(City, State and Zip Code)

For further information concerning this matter, please call:

MARTIN SACK, JR.
(Name of Contact Person)

at (904) 387-0085
(Area Code and Daytime Telephone Number)

Certified Copy (optional) \$8.75

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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TALLAHASSEE, FLORIDA

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**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>
DAWKINS, INC.	FL	CORP.
MATERIALS INSTALLED DIRECT, LLC	FL	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>
DAWKINS, INC.	FL	CORP.

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.

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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:

JULY 31, 2008

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:


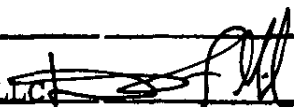
a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

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.

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EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
DAWKINS, INC.		D. CLINTON DAWKINS, III PRESIDENT
MATERIALS, INSTALLED DIRECT, LLC		DONALD F. GIBSON MANAGING MEMBER

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
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

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PLAN OF MERGER

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

Name	Jurisdiction	Form/Entity Type
DAWKINS, INC.	FL	CORP.
MATERIALS INSTALLED DIRECT, LLC	FL	LLC

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

Name	Jurisdiction	Form/Entity Type
DAWKINS, INC.	FL	CORP.

THIRD: The terms and conditions of the merger are as follows:

ATTACHEDS

(Attach additional sheet if necessary)

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FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

ATTACHED

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

NONE - NOT APPLICABLE

(Attach additional sheet if necessary)

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FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

NOT APPLICABLE

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

NOT APPLICABLE

(Attach additional sheet if necessary)

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SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

NONE

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

NONE

(Attach additional sheet if necessary)

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TALLAHASSEE, FLORIDA

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PLAN OF MERGER

1. Materials Installed Direct, LLC (MID) will be merged into Dawkins, Inc., which will be the surviving corporation - party - entity, and which will thereafter be vested with the ownership of all assets and property, and interest therein, owned by MID on the effective date of the merger, and which will thereafter, on the effective date of the merger, be responsible and liable for all the liabilities and obligations of MID.

2. The effective date of the merger is July 31, 2008.

3. The articles of incorporation and amendments thereto and the bylaws of Dawkins, Inc., at the time of the merger, shall be those of Dawkins, Inc., the surviving entity.

4. Dawkins, Inc., shall issue to Donald Franklin Gibson, MID's sole member and managing member, in exchange for, and in consideration of, and in conversion of his membership interest, and the merger, 73,111 shares of stock of Dawkins, Inc., on the effective date of the merger.

5. Dawkins, Inc., will, on the effective date of the merger, elect Donald Franklin Gibson and one of his nominee's to serve as Directors of Dawkins, Inc., and elect Donald Franklin Gibson as Vice-President of Dawkins, Inc; and elect D. Clinton Dawkins III Chairman - Director, and President, D. Clinton Dawkins IV and Christopher Burney Dawkins as Directors, and Beth Shuman as Treasurer of Dawkins, Inc.

6. Any assets of MID, ownership of which is evidenced by instruments of title, or licenses of MID, will be transferred to Dawkins, Inc., as soon as practicable after the effective date of the merger.

7. The stockholders of Dawkins, Inc., prior to the merger shall remain the stockholders of Dawkins, Inc., the surviving entity, and shall continue to own those same number of shares in Dawkins, Inc., the surviving entity, after the merger, as they did in Dawkins, Inc., prior to the merger.

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NOTARY PUBLIC
STATE OF FLORIDA

8. On the effective date of the merger, Dawkins, Inc., will enter into Employment Agreements with D. Clinton Dawkins III and Donald Franklin Gibson, and Dawkins, Inc., and its stockholders will enter into a Stockholders Agreement governing and controlling disposition of their shares of stock.

9. The effect of the merger shall be as prescribed by Florida Statutes Section 607.11101.


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APPROVAL OF PLAN OF MERGER

The undersigned, being all the Stockholders of Dawkins, Inc., and all the Members of Materials Installed Direct LLC, hereby approve the foregoing Plan of Merger.

Stockholders of
Dawkins, Inc.


D. Clinton Dawkins, III



Lane G. Dawkins


D. Clinton Dawkins, IV


C. Burney Dawkins


Morgan D. Storm

Members of
Materials Installed Direct LLC


Donald Franklin Gibson

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