

147041

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**MERGER OR SHARE EXCHANGE**

**STRAWN GROVES INCORPORATED**

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Merger

DC

10-2-02

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

THEODORE STRAWN, INCORPORATED, a Florida corporation, 122695

INTO

**STRAWN GROVES INCORPORATED**, a Florida entity, 147041

File date: October 1, 2002

Corporate Specialist: Darlene Connell

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**ARTICLES OF MERGER BETWEEN  
STRAWN GROVES INCORPORATED  
AND  
THEODORE STRAWN, INCORPORATED**

Pursuant to Section 607.1105, Florida Statutes, Strawn Groves Incorporated, a Florida corporation ("Groves"), and Theodore Strawn, Incorporated, a Florida corporation ("Theodore"), adopt the following Articles of Merger for the purpose of merging Theodore into Groves, the latter of which is to survive the merger.

**ARTICLE 1**

The name, address of principal office, jurisdiction, entity type, Florida registration number, and FEI number for each merging party is as follows:

Name and Street Address

Theodore Strawn, Incorporated  
5707 North U.S. 17  
DeLeon Springs, FL 32130

Jurisdiction and Document Number

Florida, 122695

Entity Type and FEI Number

Corporation, 59-0467270

The name, address of principal office, jurisdiction, entity type, Florida registration number, and FEI number for the surviving party is as follows:

Name and Street Address - Surviving Company

Strawn Groves Incorporated  
5707 North U.S. 17  
DeLeon Springs, FL 32130

Jurisdiction and Document Number

Florida, 147041

Entity Type and FEI Number

Corporation, 59-0575506

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## ARTICLE II

The surviving party shall be Strawn Groves Incorporated.

## ARTICLE III

The attached Plan of Merger meets the requirements of section 607.1101, Florida Statutes, and was adopted by the shareholders of Groves (surviving corporation) on September 30, 2002 and by the shareholders of Theodore (merging corporation) on September 30, 2002 in accordance with Chapter 607, Florida Statutes.

## ARTICLE IV

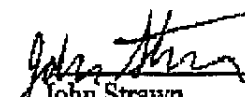
The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the Articles of Incorporation of Groves or Theodore.

## ARTICLE V

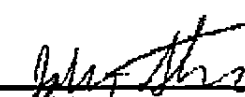
The effective date of the merger shall be as of 12:01 a.m. on October 1, 2002.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 30<sup>th</sup> day of September, 2002

STRAWN GROVES INCORPORATED, a Florida corporation

By:   
Its: John Strawn  
Secretary

THEODORE STRAWN, INCORPORATED, a Florida corporation

By:   
Its: John Strawn  
Secretary

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Exhibit "A"

**PLAN OF MERGER BETWEEN  
STRAWN GROVES INCORPORATED  
AND  
THEODORE STRAWN, INCORPORATED**

The following Plan of Merger, which was adopted and approved by Strawn Groves Incorporated, a Florida corporation ("Surviving Corporation") and Theodore Strawn, Incorporated, a Florida corporation ("Theodore"), is being submitted in accordance with section 607.1101, Florida Statutes.

1. The name and jurisdiction of each merging party are as follows:

Strawn Groves Incorporated, a Florida corporation

Theodore Strawn, Incorporated, a Florida corporation

2. The name of the surviving party is:

Strawn Groves Incorporated, a Florida corporation

3. On the effective date of the merger the general terms and conditions of the merger are: (i) the separate existence of Theodore shall cease and Theodore shall be merged with and into Surviving Corporation, (ii) the Articles of Incorporation of Surviving Corporation in effect immediately prior to the effective date of the merger shall be the Articles of Incorporation of the Surviving Corporation, (iii) the Bylaws of Surviving Corporation in effect immediately prior to the effective date of the merger shall be the Bylaws of the Surviving Corporation, and (iv) the Federal Employer Identification Number ("FEI") assigned to Surviving Corporation shall remain the FEI used for the Surviving Corporation.

4. The manner and basis of converting the shares of Theodore and Surviving Corporation into the shares of the Surviving Corporation is as follows: As of the effective date of the merger, October 1, 2002, the shares held by the Estate of Robert Strawn shall be converted into and become fully paid and non-assessable shares of Surviving Corporation, and the shares held by Strawn Groves Incorporated shall be converted into and become fully paid and non-assessable shares of Surviving Corporation, which shall be issued to each of the pre-merger shareholders of Strawn Groves Incorporated in accordance with their proportionate percentages of pre-merger ownership. The pre-merger shares of Strawn Groves Incorporated shall remain issued and outstanding. The conversion, proportionate percentages of pre-merger ownership, and issuance of stock shall be in accordance with the Merger Agreement dated September 30, 2002 by and between Strawn Groves Incorporated, Theodore Strawn, Incorporated, John Strawn, R. Kirk Strawn, David Strawn, and the Estate of Robert Strawn.

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