

To: FL Dept. of State
Subject: 000174.46136

From: Katie Wonsch

Thursday, December 29, 2005 10:59 AM Page: 1 of 14

186998

Florida Department of State
Division of Corporations
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EFF. DATE 12/31/05

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000174. 46136

MERGER OR SHARE EXCHANGE

KENSINGTON PARK UTILITIES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

RECEIVED

05 DEC 29 AM 8:00

DIVISION OF CORPORATIONS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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12/29/2005 10:49:07 AM

Merger
12/29/05

To: FL Dept. of State
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From: Katie Wonsch

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EFF. DATE 12/31/05

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**ARTICLES OF MERGER
OF
KENSINGTON PARK UTILITIES, INC.,
a Florida corporation
and
LONGWOOD RUN UTILITIES, INC.,
a Florida corporation**

(Pursuant to the provisions of Chapter 607
of the Florida Business Corporation Act)

05 DEC 29 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Statutes, the undersigned,
herby certify by these Articles of Merger as follows:

1. The names of the corporations which are parties to the Merger are
KENSINGTON PARK UTILITIES, INC., a Florida corporation ("Kensington") and
LONGWOOD RUN UTILITIES, INC., a Florida corporation ("Longwood"), the wholly
owned subsidiary of Kensington. Kensington will be the surviving corporation and is to be
governed by the laws of the State of Florida.

2. The Plan and Agreement of Merger is annexed hereto as Exhibit "A" and
incorporated herein by reference in its entirety.

3. The Plan and Agreement of Merger was duly adopted pursuant to a written
consent as permitted by Section 607.0821 of the Florida Statutes by the board of directors of
Kensington, the parent corporation, pursuant to Section 607.1104 of the Florida Statutes as of
December 29, 2005. Approval of the shareholders of Longwood and Kensington are not
required pursuant to Section 607.1104 of the Florida Statutes.

4. The Merger shall become effective on December 31, 2005 at 11:58 pm, eastern
standard time.

4/20/06

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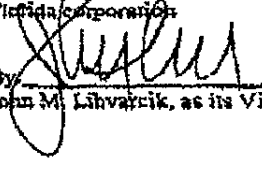
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IN WITNESS WHEREOF, each of the corporations party to the merger has caused these Articles of Merger to be executed on its behalf by its duly authorized officers as of this 29th day of December, 2005.

KENSINGTON PARK UTILITIES,
INC., a Florida corporation

By: 
John M. Lihvarcik, as its Vice President

LONGWOOD RUN UTILITIES, INC., a
Florida corporation

By: 
John M. Lihvarcik, as its Vice President

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Exhibit "A"

**PLAN and AGREEMENT OF MERGER
BETWEEN
KENSINGTON PARK UTILITIES, INC.,
a Florida corporation
and
LONGWOOD RUN UTILITIES, INC.,
a Florida corporation**

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**PLAN AND
AGREEMENT OF MERGER
BETWEEN
KENSINGTON PARK UTILITIES, INC.,
a Florida corporation
and
LONGWOOD RUN UTILITIES, INC.,
a Florida corporation**

This Plan and Agreement of Merger (this "Agreement") is entered into and effective as of December 31, 2005, by and between KENSINGTON PARK UTILITIES, INC., a Florida corporation ("Kensington") and LONGWOOD RUN UTILITIES, INC., a Florida corporation ("Longwood" and collectively with Kensington, the "Constituent Corporations").

Background

Kensington is a corporation duly organized under the law of the State of Florida and is the parent corporation of Longwood. Longwood is a corporation duly organized under the law of the State of Florida and is a wholly owned subsidiary of Kensington. The Board of Directors of Kensington deems it advisable that Longwood be merged with and into Kensington on the terms and conditions herein set forth and in accordance with the Florida Statutes §607.1104. It is intended for federal income tax purposes that the reorganization contemplated by this Agreement shall qualify as a reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual promises and covenants hereinafter set forth, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Kensington and Longwood have agreed and do hereby agree as follows:

Terms Of The Merger

1. **Background.** The parties hereby acknowledge and agree that the Background Section is true in all respects and shall be incorporated herein by reference.

2. **Merger.** Longwood, the wholly owned subsidiary of Kensington, shall be merged with and into Kensington pursuant to the applicable provisions of Florida law including Section 607.1104 of the Florida Statutes, and Kensington shall be the surviving corporation.

3. **Effect of Merger.** From and after the filing of the Articles of Merger, the Constituent Corporations shall be a single corporation, which shall be Kensington as the surviving corporation, and the separate existence of Longwood shall cease except to the extent provided by the laws of the State of Florida in the case of a corporation after its merger into another corporation, while the corporate existence of Kensington shall continue unaffected and unimpaired. Kensington shall have all the rights, privileges, immunities and powers and shall be

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subject to all the duties and liabilities of a corporation organized under Florida law. Kensington shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of a public, as well as private, nature of each of the Constituent Corporations. All property, real, personal and mixed, all debts due on whatever account, all other choses of action, and all and every other interest of or belonging to or due to each of the Constituent Corporations, shall be taken and deemed to be transferred to and vested in Kensington without further act or deed. The title to any real estate, or any interest therein vested in either of the Constituent Corporations, shall not revert or be in any way impaired by reason of such merger. Kensington shall hereafter be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations, and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted as if such merger had not taken place, or Kensington may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the merger.

4. **Articles of Incorporation.** The Articles of Incorporation of Kensington shall not be amended in any respect by reason of this Plan and Agreement of Merger.

5. **Conversion of Shares.** The manner of converting the outstanding shares of each of the Constituent Corporations shall be as follows: Each share of Common Stock of Kensington issued and outstanding immediately prior to the Effective Date of the Merger shall, by virtue of the Merger and without any action on the part of the holder, continue to be outstanding with no adjustment as a result of the Merger. The Common Stock of Longwood owned by Kensington immediately prior to the Effective Date of the Merger, which represent all of the issued and outstanding shares of Longwood, shall, without any action on the part of the holder thereof, cease to exist and be cancelled by virtue of this Merger.

6. **Further Assurances.** If at any time after the Effective Date Kensington shall consider or be advised that any further assignments or assurances are necessary or desirable to vest in Kensington, according to the terms hereof, the title to any property rights of the Constituent Corporations, the last acting officers and Directors of Longwood, or the corresponding officers and Directors of Kensington shall and will execute and make all such proper assignments or assurances and all things necessary or proper to vest title in such property or rights in Kensington, and otherwise carry out the purposes of this Plan and Agreement of Merger.

7. **Approval By Directors.** This Plan and Agreement of Merger shall be approved by the Board of Directors of Kensington, and pursuant to Florida Statutes §607.1104, approval by the Shareholders of Kensington or Longwood is not required under Florida law.

8. **Effective Date.** The merger of Longwood with and into Kensington shall become effective on December 31, 2005 at 11:58 pm, eastern standard time (the "Effective Date").

9. **Termination.** Notwithstanding anything contained herein or elsewhere to the contrary, this Plan and Agreement of Merger may be terminated and abandoned by the Board of Directors of Kensington at any time prior to filing of the Articles of Merger.

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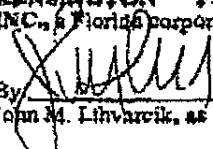
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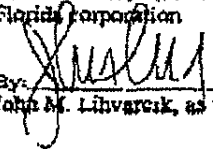
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IN WITNESS WHEREOF, each of the parties to this Agreement and Plan of Merger has caused this Agreement and Plan of Merger to be executed by its duly authorized officer on the date set forth above.

KENSINGTON PARK UTILITIES, INC., a Florida corporation

By: 
John M. Litvarek, as its Vice President

LONGWOOD RUN UTILITIES, INC., a Florida corporation

By: 
John M. Litvarek, as its Vice President

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