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08 SEP 23 PM 2:24

EFFECTIVE DATE

Sept 30, 08

Marger
@ 9/29/08

HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.

ATTORNEYS AT LAW

ONE INDEPENDENT DRIVE, SUITE 2301

JACKSONVILLE, FLORIDA 32202-5059

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DANIEL D. AKEL
H. LEON HOLBROOK, III
JOHN R. STIEFEL, JR.
THOMAS R. RAY
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September 22, 2008

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: **ARTICLES OF MERGER OF CHARLES A. PERRY & COMPANY
INTO PERRY SALES CO.**

Ladies and Gentlemen:

Enclosed are Articles of Merger of Charles A. Perry & Company into Perry Sales Co. (and copy thereof) which I would appreciate your filing. Please return a copy with the filing information. Our check for \$70.00 is enclosed to cover the filing fee.

Thank you for your assistance in this matter.

Sincerely yours,


KATHLEEN HOLBROOK COLD

KHC/rh

Enclosure

cc: Mr. Charles A. Perry, III

EFFECTIVE DATE

Sept 30, 08

FILED STATE
SECRETARY OF CORPORATIONS
08 SEP 23 PM 2:24

ARTICLES OF MERGER AND PLAN

ARTICLES OF MERGER dated the 18 day of Sept., 2008, among CHARLES A. PERRY & COMPANY, a Florida corporation, hereinafter called "Perry" and PERRY SALES CO., a Florida corporation, hereinafter called "Perry Sales."

Perry is a corporation organized and existing under the laws of the State of Florida, with 100,000 shares of authorized common stock of \$.01 par value. Perry Sales is a corporation organized under the laws of the State of Florida with 5,000 shares authorized common stock of \$1.00 par value.

The Board of Directors of Perry and Perry Sales, respectively, deem it desirable and in the best interest of the corporations and their stockholders that Perry Sales be merged into Perry, and the corporations desire that they so merge under and pursuant to the laws of the State of Florida.

NOW, THEREFORE, IN CONSIDERATION OF THE PREMISES AND THE MUTUAL COVENANTS AND AGREEMENTS HEREIN SET FORTH, AND FOR THE PURPOSES OF PRESCRIBING THE TERMS AND CONDITIONS OF THE MERGER, THE PARTIES AGREE AS FOLLOWS:

1. As soon as the stockholders of Perry and Perry Sales have approved this merger, Perry Sales shall be deemed to have merged with and into Perry, which shall survive the merger and which shall have the same name as heretofore. The merger shall be effective September 30, 2008.

2. The name of the surviving corporation shall be Perry. The purposes for which the surviving corporation is formed and the nature of the business to be transacted by it shall be as set forth in the original Articles of Incorporation of both Perry and Perry Sales.

3. On the effective date of the merger, the By-laws of Perry shall be the By-laws of the surviving corporation until the same shall be altered, amended or repealed, or until new By-laws shall be adopted, in accordance with the provisions thereof.

4. The Board of Directors of the surviving corporation shall consist of the present directors of Perry who shall hold office until the next annual meeting of the stockholders of the surviving corporation, and until their successors have been elected and qualified. The present officers of Perry shall also hold office until their successors have been duly elected and qualified.

5. On the effective date of the merger, the total amount of capital stock of the surviving corporation to be authorized shall be 100,000 shares of \$.01 par value stock. There are presently outstanding and issued 50,000 shares of common stock of Perry and one share of common stock of Perry Sales. No new shares of Perry will be issued.

6. On the effective date of the merger, all of the property, rights, privileges and franchises, of whatsoever nature

and description of Perry Sales, including any choses in action belonging to it, shall be transferred to, vested in and shall devolve upon the surviving corporation, without further act or deed; and all property rights, privileges and franchises, and every other interest, shall be as effectually the property of the surviving corporation as they were of the respective corporation, and the title to all real estate vested in either of the corporations shall not be deemed to revert or to be in any way impaired by reason of the merger, but shall be vested in the surviving corporation. All debts, liabilities and duties of the respective corporations shall, thereafter, be assumed by and attached to the surviving corporation, and may be enforced against it to the same extent as if such debts, liabilities and duties have been incurred or contracted by the surviving corporation.

7. The surviving corporation shall pay all expenses of the merger agreement and reserves the right to subsequently amend its Certificate of Incorporation at any time hereafter, in accordance with the provisions of the laws of the State of Florida.

IN WITNESS WHEREOF, the parties to this Agreement have caused these presents to be executed in their corporate names, by their presidents, with the corporate seals affixed, all as of the 18th day of September, 2008.

PERRY SALES CO.

Attest:

Charles A. Perry III
Secretary

(Corporate Seal)

By Charles A. Perry III
President

CHARLES A. PERRY & COMPANY

Attest:

Charles A. Perry III
Secretary

(Corporate Seal)

By Charles A. Perry III
President

STATE OF FLORIDA
COUNTY OF DUVAL

I hereby certify that on this 18th day of September, 2008, before me, an officer duly authorized to take acknowledgements, personally appeared CHARLES A. PERRY, III, as President of PERRY SALES CO. () personally known to me, or () who produced a Florida Driver's License as identification, and who did take an oath and personally appeared before me.



Elizabeth P. Burrell
Commission # DD450875
Expires August 5, 2009
Bonded Troy Fair - Insurance, Inc. 800-385-7019

Elizabeth P. Burrell
Notary Public, State of Florida
Print Name:
My Commission Expires:
Commission Number:

STATE OF FLORIDA
COUNTY OF DUVAL

I hereby certify that on this 18th day of September, 2008, before me, an officer duly authorized to take acknowledgements, personally appeared CHARLES A. PERRY, III as President of CHARLES A. PERRY & COMPANY () personally known to me, or () who produced a Florida Driver's License as identification, and who did take an oath and personally appeared before me.



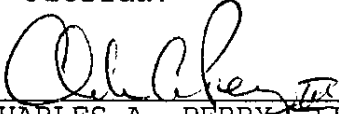
Elizabeth P. Burrell
Commission # DD450875
Expires August 5, 2009
Bonded Troy Fair - Insurance, Inc. 800-385-7019

Elizabeth P. Burrell
Notary Public, State of Florida
Print Name:
My Commission Expires:
Commission Number:

CERTIFICATE OF APPROVAL BY STOCKHOLDERS

The undersigned hereby certifies that he is the Secretary of Perry Sales Co. and that the foregoing Articles of Merger of Perry Sales into Perry was unanimously approved by the owners of 100% of the issued and outstanding stock of Perry Sales Co. at a Special Meeting of the Stockholders held at Jacksonville, Florida on the 18th day of September, 2008, and that the approval of said merger remains in full force and effect and has not been modified or rescinded in any way.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 18th day of September, 2008, as Secretary of Perry Sales Co. at Jacksonville, Florida.

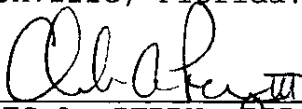


CHARLES A. PERRY, III, Secretary

CERTIFICATE OF APPROVAL BY STOCKHOLDERS

The undersigned hereby certifies that he is the Secretary of Charles A. Perry & Company and that the foregoing Articles of Merger of Perry Sales into Perry was unanimously approved by the owners of 100% of the issued and outstanding stock of Charles A. Perry & Company at a Special Meeting of the Stockholders held at Jacksonville, Florida on the 18th day of September, 2008, and that the approval of said merger remains in full force and effect and has not been modified or rescinded in any way.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 18th day of September, 2008, as Secretary of Charles A. Perry & Company at Jacksonville, Florida.



CHARLES A. PERRY, VII, Secretary