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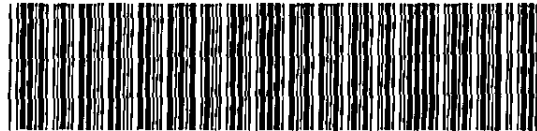
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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05 APR -5 PM 12:53

DIVISION OF CORPORATION

Merger

G. Coullate APR 05 2005



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 296583 7480712

AUTHORIZATION :

Patricia Pajoto

COST LIMIT : \$ 78.75

ORDER DATE : April 5, 2005

ORDER TIME : 12:0 PM

ORDER NO. : 296583-005

CUSTOMER NO: 7480712

CUSTOMER: Anita J. Chubbuck
Severn Trent Services
Suite 100, 4837 Swift Road
Avatar Utility
Sarasota, FL 34231

ARTICLES OF MERGER

FLORIDA CITIES WATER COMPANY

INTO

FCWC HOLDINGS INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Heather Chapman

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
OF
FLORIDA CITIES WATER COMPANY
(A Florida Corporation)
AND
FCWC HOLDINGS INC.
(A Delaware Corporation)

FILED
05 APR -5 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the Delaware parent business corporation and the Florida wholly owned subsidiary business corporation named below do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is a Plan of Merger for merging Florida Cities Water Company into FCWC Holdings Inc., as approved by the Board of Directors of the parent corporation on February 14, 2005.

2. The aforesaid Plan of Merger was adopted in accordance with the provisions of the Florida Business Corporation Act on February 14, 2005.

3. Shareholder approval was not required for the merger.

4. The effective time and date of the prospective merger herein provided for shall be _____.m. on _____.

Executed on February 14, 2005

By Michael Acosta
Name: Michael Acosta
Capacity: Chairman
FLORIDA CITIES WATER COMPANY

Executed on February 14, 2005

By Michael E. Murphy
Name: Michael E. Murphy
Capacity: Chairman
FCWC HOLDINGS INC.

PLAN OF MERGER

1. FCWC HOLDINGS INC., which is a business corporation of the State of Delaware and is the owner of all the outstanding shares of FLORIDA CITIES WATER COMPANY, which is a business corporation of the State of Florida, hereby merges FLORIDA CITIES WATER COMPANY into FCWC HOLDINGS INC. pursuant to the provisions of the Florida Business Corporation Act.
2. The separate existence of FLORIDA CITIES WATER COMPANY shall cease at the effective time and date of the merger, and FCWC HOLDINGS INC. shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Business Corporation Act.
3. The issued shares of FLORIDA CITIES WATER COMPANY shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.
4. The Board of Directors and the proper officers of FCWC HOLDINGS INC. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which 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 herein provided for.

UNANIMOUS WRITTEN CONSENT
IN LIEU OF MEETING OF THE
BOARD OF DIRECTORS OF
FLORIDA CITIES WATER COMPANY

The undersigned, being all of the Directors of Florida Cities Water Company, hereby make the following written consent in lieu of holding a Directors' Meeting, pursuant to the terms of Sections 607.0821 and 607.1202, Florida Statutes:

WHEREAS, the Directors hereby approve the merger of Florida Cities Water Company, a Florida Corporation, into FCWC Holdings Inc., a Delaware Corporation, and authorize the filing of Articles of Merger substantially in the form attached hereto.

DATE	DIRECTOR	SIGNATURE
<u>February 14, 2005</u>	Michael Acosta	<u>Michael Acosta</u>
<u>February 15, 2005</u>	Dennis J. Getman	<u>Dennis J. Getman</u>
<u>February 15, 2005</u>	Charles L. McNairy	<u>Charles L. McNairy</u>
<u>February 14, 2005</u>	Michael E. Murphy	<u>Michael E. Murphy</u>

UNANIMOUS WRITTEN CONSENT
IN LIEU OF MEETING OF THE
BOARD OF DIRECTORS OF
FCWC HOLDINGS INC.

The undersigned, being all of the Directors of FCWC Holdings, Inc., hereby make the following written consent in lieu of holding a Directors' Meeting, pursuant to the terms of Sections 607.0821 and 607.1202, Florida Statutes:

WHEREAS, the Directors hereby approve the merger of Florida Cities Water Company, a Florida Corporation, into FCWC Holdings Inc., a Delaware Corporation, and authorize the filing of Articles of Merger substantially in the form attached hereto.

DATE	DIRECTOR	SIGNATURE
<u>February 14, 2005</u>	Michael E. Murphy	<u>Michael E. Murphy</u>
<u>February 15, 2005</u>	Dennis J. Getman	<u>Dennis J. Getman</u>
<u>February 15, 2005</u>	Charles L. McNairy	<u>Charles L. McNairy</u>
<u>February 17, 2005</u>	Michael Acosta	<u>Michael Acosta</u>