

To: FL Dept. of State
Subject: 000174.46136

From: Katie Wonsch

Thursday, December 29, 2005 10:59 AM Page: 8 of 14

298354

Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

DOLOMITE UTILITIES CORP.

Certificate of Status	0
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EFFECTIVE DATE
12/31/05
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**ARTICLES OF MERGER
OF
DOLOMITE UTILITIES CORP.,
a Florida corporation
and
KENSINGTON PARK UTILITIES, INC.,
a Florida corporation**

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

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

1. The names of the corporations which are parties to the Merger are **DOLOMITE UTILITIES CORP.**, a Florida corporation ("Dolomite") and **KENSINGTON PARK UTILITIES, INC.**, a Florida corporation ("Kensington"), the wholly owned subsidiary of Dolomite. Dolomite 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 Dolomite, the parent corporation, pursuant to Section 607.1104 of the Florida Statutes as of December 29, 2005. Approval of the shareholders of Kensington and Dolomite are not required pursuant to Section 607.1104 of the Florida Statutes.

4. The Merger shall become effective on December 31, 2005 at 11:59 pm, eastern standard time.

m.c.b.:1

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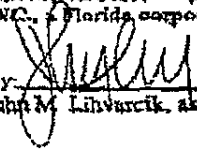
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IN WITNESS WHEREOF, each of the corporations party to the merger has caused these Articles of Merger to be executed on its behalf by its duly authorized officers as of this 29 day of December, 2005.

DOLomite UTILITIES CORP., a
Florida Corporation

By: 
John M. Libvarcik, as its Vice President

KENSINGTON PARK UTILITIES, INC., a Florida corporation

By: 
John M. Libvarcik, as its Vice President

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Exhibit "A"

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

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**PLAN AND
AGREEMENT OF MERGER
BETWEEN
DOLOMITE UTILITIES CORP.,
a Florida corporation
and
KENSINGTON PARK 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 DOLOMITE UTILITIES CORP., a Florida corporation ("Dolomite") and KENSINGTON PARK UTILITIES, INC., a Florida corporation ("Kensington") and collectively with Kensington, the "Constituent Corporations").

Background

Dolomite is a corporation duly organized under the law of the State of Florida and is the parent corporation of Kensington. Kensington is a corporation duly organized under the law of the State of Florida and is a wholly owned subsidiary of Dolomite. The Board of Directors of Dolomite deem it advisable that Kensington be merged with and into Dolomite 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, Dolomite and Kensington 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.** Kensington, the wholly owned subsidiary of Dolomite, shall be merged with and into Dolomite pursuant to the applicable provisions of Florida law including Section 607.1104 of the Florida Statutes, and Dolomite 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 Dolomite as the surviving corporation, and the separate existence of Kensington 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 Dolomite shall continue unaffected and unimpaired. Dolomite shall have all the rights, privileges, immunities and powers and shall be subject to all

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the duties and liabilities of a corporation organized under Florida law. Dolomite 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 Dolomite 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. Dolomite 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 Dolomite 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 Dolomite 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 Dolomite 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 Kensington owned by Dolomite immediately prior to the Effective Date of the Merger, which represents all of the issued and outstanding shares of Kensington, 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 Dolomite shall consider or be advised that any further assignments or assurances are necessary or desirable to vest in Dolomite, according to the terms hereof, the title to any property rights of the Constituent Corporations, the last acting officers and Directors of Kensington, or the corresponding officers and Directors of Dolomite 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 Dolomite, 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 Dolomite, and pursuant to Florida Statutes §607.1104, approval by the Shareholders of Dolomite or Kensington is not required under Florida law.

8. Effective Date. The merger of Kensington with and into Dolomite shall become effective on December 31, 2005 at 11:59 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 Dolomite at any time prior to filing of the Articles of Merger.

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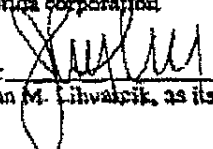
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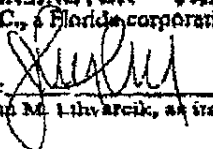
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IN WITNESS WHEREOF, each of the parties to this Agreement and Plan of Merger has caused this Agreement and Plan of Merger to be executed by its duly authorized officer on the date set forth above.

DOLOMITE UTILITIES CORP., a
Florida corporation

By: 
John M. Litvatski, as its Vice President

KENSINGTON PARK UTILITIES, INC., a Florida corporation

By: 
John M. Litvatski, as its Vice President

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