

397655

Florida Department of State
Division of Corporations
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From:
Account Name : C T CORPORATION SYSTEM
Account Number : FCA0000000023
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ATTN:

Susan Payne

Proper Articles Attached.

Please refer to back date to 11/30/06.

Thanks!

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

W. Jackson & Sons Construction Co.

Certificate of Status	0
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Page Count	026
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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December 1, 2006

FLORIDA DEPARTMENT OF STATE

Division of Corporations

W. JACKSON & SONS CONSTRUCTION CO.
1888 N W 21ST STREET
POMPANO BEACH, FL 33069-1334

SUBJECT: W. JACKSON & SONS CONSTRUCTION CO.
REF: 397655

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The articles of merger you submitted were prepared in compliance with section 607.1109, Florida Statutes. Articles of Merger between two or more domestic profit corporations are filed pursuant to section 607.1105, Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6901.

Susan Payne
Senior Section Administrator

FAX Aud. #: H06000285455
Letter Number: 706A00069169

P.O BOX 6327 - Tallahassee, Florida 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
W. Jackson & Sons Construction Co.	Florida	397655

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Jackson Acquisition Co.	Florida	P06000138634

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on November 30, 2006

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on November 30, 2006

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: **SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Jackson Acquisition Co.

Franklin H. Foster

Franklin H. Foster, Secretary

W. Jackson & Sons Construction Co.

Franklin H. Foster

Franklin H. Foster, Secretary

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation: .

Name

Jackson Acquisition Co.

The name and jurisdiction of each subsidiary corporation:

Name

W. Jackson & Sons Construction Co.

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

At the effective time, each share of Jackson Acquisition Co. stock outstanding immediately prior to the effective time shall, by virtue of the merger and without any action on the part of W. Jackson & Sons Construction Co. or Jackson Acquisition Co., be cancelled and 100 shares of Class A Common Stock of W. Jackson & Sons Construction Co., representing 100% of the outstanding stock of W. Jackson & Sons Construction Co. shall be issued to Jackson Group Holdings, Inc.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

100 shares of Class A Common Stock of W. Jackson & Sons Construction Co., representing 100% of the outstanding stock of W. Jackson & Sons Construction Co. shall be issued to Jackson Group Holdings, Inc., the sole shareholder of Jackson Acquisition Co.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

At the effective date of the merger, the separate existence of Jackson Acquisition Co. shall cease, and all of the rights, privileges, powers, franchises, properties and assets of Jackson Acquisition Co. shall be vested in W. Jackson & Sons Construction Co. From and after the effective date of the merger and thereafter until amended as provided by law, the Certificate of Incorporation of W. Jackson & Sons Construction Co. shall be the Certificate of Incorporation of the surviving corporation, and the by-laws of Jackson Acquisition Co. shall be the by-laws of the surviving corporation.