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Merger

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MERGER OR SHARE EXCHANGE

KNOTTS PLASTERING, INC.

Certificate of Status	1
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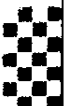
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**ARTICLES OF MERGER OF**

**EPC HOLDINGS 545, LLC, A FLORIDA LIMITED LIABILITY COMPANY**

*LO2-17701*

**INTO**

**KNOTTS PLASTERING, INC., A FLORIDA CORPORATION**

*586717*

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act and Sections 608.438 through 608.4383 of the Florida Limited Liability Company Act, the undersigned corporation, KNOTTS PLASTERING, INC., a Florida corporation, adopts the following Articles of Merger for the purpose of merging EPC HOLDINGS 545, LLC, a Florida Limited Liability Company, into KNOTTS PLASTERING, INC., a Florida corporation.

1. The Plan and Agreement of Merger setting forth the terms and conditions of the merger of EPC HOLDINGS 545, LLC, a Florida Limited Liability Company, into KNOTTS PLASTERING, INC., a Florida corporation, is attached to these Articles as Exhibit "A" and is expressly incorporated herein by reference.

**ADOPTION OF PLAN**

2. There are Sixty (60) shares of common stock, each of no par value, of KNOTTS PLASTERING, INC., a Florida corporation, issued and outstanding that were entitled to vote on the Plan of Merger. Sixty (60) shares were voted in favor of the Plan of Merger, and no shares were voted against the Plan of Merger, at a special meeting of the shareholders of KNOTTS PLASTERING, INC., a Florida corporation, held on June 30, 2005.

3. There are 100 membership units of EPC HOLDINGS 545, LLC, a Florida Limited Liability Company, issued and outstanding that were entitled to vote on the Plan of Merger. One Hundred (100) units were voted in favor of the Plan of Merger, and no units were voted against the Plan of Merger, at a special meeting of the manager and sole members of EPC HOLDINGS 545, LLC, a Florida Limited Liability Company, held on June 30, 2005.

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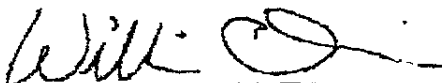
**EFFECTIVE DATE**

4. The Plan of Merger shall be effective no later than midnight on June 30, 2005, or upon the filing of these Articles of Merger with the Secretary of State of Florida, whichever occurs first.

**IN WITNESS WHEREOF**, the undersigned corporation and company have caused these Articles to be signed as of June 30, 2005.

**KNOTTS PLASTERING, INC.,**  
a Florida Corporation


By:   
Steven D. Lawson  
As President, Treasurer, Director and Shareholder

By:   
Willie J. Davis, Jr.  
As Vice President, Secretary, Director  
and Shareholder

**EPC HOLDINGS S4S, LLC,**  
a Florida Limited Liability Company

**KNOTTS PLASTERING, INC.,**  
As Manager and sole Member

By:   
Steven D. Lawson  
As President, Treasurer, Director and Shareholder

By:   
Willie J. Davis, Jr.  
As Vice President, Secretary, Director  
and Shareholder

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**AGREEMENT AND PLAN OF MERGER  
BETWEEN KNOTTS PLASTERING, INC., A FLORIDA CORPORATION  
AND EPC HOLDINGS 545, LLC, A FLORIDA LIMITED LIABILITY COMPANY**

This Agreement and Plan of Merger ("Agreement") is made pursuant to Sections 607.1101 through 607.11101 of the Florida Statutes and the relevant provisions of the Florida Limited Liability Company Act as of the 30th day of June, 2005, between KNOTTS PLASTERING, INC., a Florida Corporation (hereafter referred to as the "Surviving Corporation"), and EPC HOLDINGS 545, LLC, a Florida Limited Liability Company (hereafter referred to as the "Merging Company"), both having their principal offices at 1996 Seward Avenue, Naples, Florida 34109.

**RECITALS**

WHEREAS, all of the Officers and Directors of the Surviving Corporation and the Manager and Sole Member of the Merging Company have waived notice of special meetings of their respective companies as permitted by Florida law in order to review this Plan of Merger and consider whether it is in the best interest of the respective business entities.

WHEREAS, the Officers and Directors of the Surviving Corporation deem it desirable and in the best interests of Surviving Corporation and its shareholders to enter into and approve this Agreement;

WHEREAS, the Officers and Directors of the Surviving Corporation have approved this Agreement and Plan of Merger as of the Effective Date, as evidenced by the signatures to this Agreement and to the unanimous written consents filed in the minutes of the Surviving Corporation;

WHEREAS, the Manager of the Merging Company deems it desirable and in the best interests of the Merging Company and it's Sole Member to enter into and approve this Agreement; and

WHEREAS, the Sole Member and Managers of the Merging Company has approved this Agreement and Plan of Merger as of the Effective Date, as evidenced by the signatures to this Agreement and the unanimous written consent filed in the minutes of the Merging Company;

NOW, THEREFORE, in consideration of the foregoing premises and in consideration of the mutual covenants and promises of the parties hereto, the Surviving Corporation and the Merging Company agree as follows:

1. **MERGER OF THE ENTITIES.**

In accordance with Sections 607.1101 through 607.11101 of the Florida Statutes, and Sections 608.438 through 608.4383 of the Florida Limited Liability Company Act, the Merging Company shall be merged into the Surviving Company. The parties agree to prescribe the terms and conditions of such merger, the method of carrying it into effect, and the manner of

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converting the membership units of the Merging Company into membership units or other securities of the Surviving Company as hereinafter set forth.

2. UNITS TO BE MERGED.

2.1 The total number of membership units which the Merging Company is authorized to issue is One Thousand (1,000) membership units. Ten Percent (10%) of the authorized units are issued and outstanding.

2.2 The total number of shares which the Surviving Corporation is authorized to issue is Sixty (60) shares. One Hundred Percent (100%) of the authorized units are issued and outstanding.

2.3 The identity of the shareholder and members and their relative percentage ownership of the Surviving Corporation and the Merging Company prior to the merger are as follows.

**SURVIVING CORPORATION**

<u>Member</u>	<u>Number of Shares</u>	<u>Percentage</u>
Steven D. Lawson	30	50%
Willie J. Davis, Jr.	30	50%

**MERGING COMPANY**

<u>Member</u>	<u>Number of Units</u>	<u>Percentage</u>
Knotts Plastering, Inc.	100	100%

3. METHOD OF CONVERTING UNITS.

3.1 The manner and basis of converting the outstanding interests of each company into interests of the Surviving Corporation are as follows:

(a) A one hundred percent (100%) interest in the Merging Company as it exists immediately prior to the merger will become a zero percent (0%) interest in the Surviving Corporation on the effective date of the merger.

(b) A one hundred percent (100%) interest in the Surviving Corporation as it exists immediately prior to the merger will remain a one hundred percent (100%) interest in the Surviving Corporation on the effective date of the merger.

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4. **SURVIVING ENTITY.**

4.1 When this agreement shall become effective, the separate corporate existence of the Merging Company shall cease, and the Surviving Corporation shall succeed, without other transfer, to all the rights and property of the Merging Company, and shall be subject to all the debts and liabilities of the Merging Company in the same manner as if the Surviving Corporation had itself incurred them. All rights of creditors and all liens on the property of each constituent Company shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the merger.

4.2 The Surviving Corporation consents to be sued and served with process in Florida, and irrevocably appoints the Secretary of State of Florida as its agent to accept service of process in any proceeding in Florida to enforce against the Surviving Corporation any obligation of the Merging Company.

5. **MERGER PERMITTED UNDER THE LAWS OF FLORIDA.**

This merger is permitted under the relevant provisions of the Florida Statutes, Sections 607.1101 through 607.11101, and Sections 608.438 through 608.4383 of the Florida Limited Liability Company Act.

6. **NAME OF SURVIVING CORPORATION.**

The Surviving Corporation shall be "KNOTTS PLASTERING, INC., a Florida Corporation."

7. **EFFECTIVE DATE OF MERGER.**

The effective date of the merger shall be June 30, 2005, or upon the filing of the Articles of Merger with the Secretary of State of Florida, together with evidence of their adoption as required by law, whichever occurs earlier ("Effective Date").

8. **PRINCIPAL OFFICE.**

The principal office of the Surviving Corporation shall remain 1996 Seward, Naples, Florida, 34109 following this merger.

9. **MANAGEMENT OF THE SURVIVING CORPORATION.**

Management of the Surviving Corporation shall be vested in it's officers and directors. The name and address of each officer and director is:

<u>Name</u>	<u>Officer/Director</u>	<u>Address</u>
Steven D. Lawson	President, Treasurer, Director	1342 Via Portifino, Naples, FL 34108
Willie J. Davis, Jr.	Vice-President, Secretary, Director	3051 Indian Street, Ft. Myers, FL 34135

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10. **DISTRIBUTIONS PRIOR TO MERGER.**

Until this Agreement of Merger becomes effective or is abandoned, neither business entity may make distributions to its respective members or shareholders.

11. **EXTRAORDINARY TRANSACTIONS.**

Neither business entity shall, prior to the Effective Date, engage in any activity nor transaction other than in the ordinary course of business, except as contemplated by this Agreement.

12. **SUBMISSION TO MEMBERS AND SHAREHOLDERS:  
EFFECTIVE DATE.**

This Agreement has been submitted to the officers and directors and to the members of the respective business entities in the manner provided under applicable Florida law. The signatures of the undersigned officers and directors and members of each such business entity representing a majority of the members and shareholders of the respective business entity are in favor of the adoption of this Agreement, and this Agreement shall become effective on the date set forth above.

13. **ABANDONMENT OF MERGER.**

At any time prior to the approval of this Plan of Merger by the Surviving Corporation and/or the Merging Company, and at any time prior to the filing of the Articles of Merger with the Florida Department of State, the planned merger may be abandoned, subject to any contractual rights, by either the Surviving Corporation or the Merging Company upon an affirmative vote of a majority of either business entities' manager and/or directors, as applicable.

14. **ARTICLES OF INCORPORATION AND BYLAWS  
OF SURVIVING CORPORATION**

The Articles of Incorporation and Bylaws of the Surviving Corporation, as existing on the Effective Date of the merger, shall continue in full force as the Articles of Incorporation and Bylaws of the Surviving Corporation until altered, amended, or repealed as provided in the Articles of Incorporation and Bylaws or as provided by law, and no changes are necessitated by the contemplated merger.

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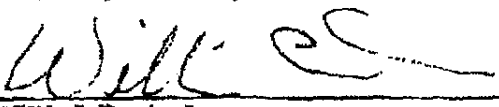
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IN WITNESS WHEREOF, the undersigned, constituting the Officers and Directors of the Surviving Corporation and the Manager and sole Member of the Merging Company, have executed this Agreement on the day and year first above written.

**SURVIVING CORPORATION:**

KNOTTS PLASTERING, INC.,  
a Florida Corporation


By:   
Steven D. Lawson  
As President, Treasurer, Director and Shareholder


By:   
Willie J. Davis, Jr.  
As Vice President, Secretary, Director and Shareholder

**MERGING COMPANY:**

EPC HOLDINGS 545, LLC,  
a Florida Limited Liability Company

KNOTTS PLASTERING, INC.,  
As Manager and sole Member

By:   
Steven D. Lawson  
As President, Treasurer, Director and Shareholder

By:   
Willie J. Davis, Jr.  
As Vice President, Secretary, Director and Shareholder

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