

Division of Corporations

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A020000001742

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

RMC VENTURES, II, LIMITED PARTNERSHIP

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ARTICLES OF MERGER
Merger Sheet

MERGING:

RMC VENTURES, LLC, A FLORIDA LIMITED LIABILITY COMPANY
(L02000015184)

INTO

RMC VENTURES, II, LIMITED PARTNERSHIP, a Florida entity, A02000001742

File date: December 30, 2002, effective December 31, 2002

Corporate Specialist: Diane Cushing

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

Name and Street Address

Jurisdiction

Entity Type

1. RMC VENTURES, LLC
3306 TRIPOLI BOULEVARD
PUNTA GORDA, FL 33950

FLORIDA

Limited Liability

Florida Document/Registration Number: L02000015184

FEI Number: 01-0711688

2. RMC VENTURES, II, LIMITED PARTNERSHIP
3306 TRIPOLI BOULEVARD
PUNTA GORDA, FL 33950

FLORIDA

Limited Partnership

Florida Document/Registration Number: A02000001742

FEI Number: APPLIED FOR

3.

Florida Document/Registration Number: _____

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4.

Florida Document/Registration Number: _____

FEI Number: _____

(Attach additional sheet(s) if necessary)

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SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
RMC VENTURES, II, LIMITED PARTNERSHIP	FLORIDA	Limited Partnership
3306 TRIPOLI BOULEVARD		
PUNTA GORDA, FL 33950		

Florida Document/Registration Number: A 02000001742

FEI Number: APPLIED FOR

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 607.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

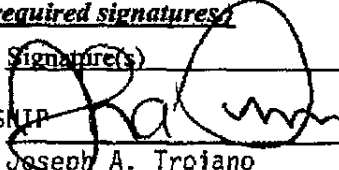
DECEMBER 31, 2002

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

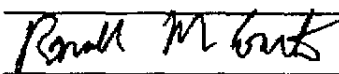
TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures)

<u>Name of Entity</u>	<u>Signature(s)</u>
RMC VENTURES, II, LIMITED PARTNERSHIP	 Joseph A. Troiano

RMC Ventures, LLC


Ronald M. Constine

Typed or Printed Name of Individual

Joseph A. Troiano, General Partner

Ronald M. Constine, Manager Member

(Attach additional sheet(s) if necessary)

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PLAN OF MERGER

THE following PLAN OF MERGER, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

THIS PLAN OF MERGER is made and entered into as of the 23rd day of December 2002, by and RMC VENTURES, II, LIMITED PARTNERSHIP, a limited partnership organized and existing under the laws of the State Florida having an office at 3306 Tripoli Boulevard; Punta Gorda, Florida 33950 (the "Merging Company") and RMC VENTURES, LLC a limited liability company organized and existing under the laws of the State Florida having an office at 3306 Tripoli Boulevard; Punta Gorda, Florida 33950 (the "Merged Company").

WHEREAS, the respective General Partner of the Merging Company, Joseph A. Troiano, whose mailing address is 2320 First Street, Suite 1000; Fort Myers, FL 33901, and the Managing Member of the Merged Company have deemed it advisable and to the advantage of both companies that the Merged Company merge into the Merging Company upon the terms and conditions herein provided;

WHEREAS, the Merging Company and the Merged Company intend that the merger contemplated hereby qualify as a tax-free reorganization within the meaning of Sections 368(a)(1) and 751 of the Internal Revenue Code of 1986, as amended; and

WHEREAS, the respective General Partner of the Merging Company and the Managing Member of the Merged Company have approved this Agreement and Plan of Merger and have directed that this Agreement and Plan of Merger be submitted to a vote of the General Partner of the Merging Company and the Members of the Merged Company, respectively.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, the Merging Company and the Merged Company hereby agree to merge in accordance with the following plan:

1. Merger. The Merged Company shall be merged with and into the Merging Company, and the Merging Company shall survive the merger, all as, and with the effect, provided by the laws of the State of Florida and this Agreement and Plan of Merger. As soon as practicable after the General Partner of the Merging Company and the Members of the Merged Company approve this Agreement and Plan of Merger, an appropriate Certificate of Merger shall be signed, verified and delivered for filing with the Secretary of the State of Florida. This Agreement and Plan of Merger shall be effective as of December 31, 2002 if the Certificate of Merger shall be filed prior to 5:00 p.m. local time on such date (hereinafter referred to as the "Effective Time").

2. General Partner and Governing Documents. The General Partner of the Merging Company shall be the same upon the Effective Time as they are for the Merging Company immediately prior thereto. The Certificate of Organization of the Merging Company shall continue to be the Certificate of Organization of the Merging Company as the surviving company without change or amendment until further amended in accordance with the provisions thereof and applicable laws. The Partnership Agreement of the Merging Company, as in effect at the Effective Time, shall continue to be the Partnership Agreement of the Merging Company as the surviving company without change or amendment until further

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amended in accordance with the provisions thereof and applicable laws.

3. Rights and Liabilities of Merged Company. At and after the Effective Time, the Merging Company shall possess all of the rights, privileges, immunities and franchises of a public and private nature of the Merged Company; any and all property, real, personal and mixed, and any and all debts due either of the Merged Company on whatever account, and all other choses in action, and all and every other interest of either of the Merged Company shall be taken and transferred to and vested in the Merging Company without further act or deed; and the title to any real estate, or any interest therein, vested in any of the Merged Company shall not prevent or be in any way impaired by reason of the merger.

4. Further Assurances. From time to time, as and when required by the Merging Company, there shall be executed and delivered on behalf of the Merged Company such deeds and other instruments, and there shall be taken or caused to be taken by it all such further and other action, as shall be appropriate or necessary in order to vest, perfect or confirm, of record or otherwise, in the Merging Company the title to and possession of powers, franchises and authority of each of the First Merged Company and the Second Merged Company and otherwise to carry out the purposes of this Agreement and Plan of Merger, and the officers and directors of the Merging Company are fully authorized in the name and on behalf of the Merged Company or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

5. Membership Units of the Merged Company. Upon the Effective Time, by virtue of this Agreement and Plan of Merger, and without any action on the part of the holder thereof, each unit of the issued and outstanding Membership Certificates of the Merged Company shall be changed and converted into one Partnership Unit of the Merging Company.

6. Partnership Units of the Merging Company. Upon the Effective Time, by virtue of this Agreement and Plan of Merger, and without any action on the part of the holder thereof, each Partnership Unit of the Merging Company outstanding immediately prior thereto shall retain the status of an authorized and issued Partnership Unit of the Merging Company.

7. Cancellation of Membership Certificates. At and after the Effective Time, each unit of the issued and outstanding Membership Certificates of the Merged Company shall be exchanged for certificates representing an equal number of Partnership Units of the Merging Company. Promptly upon such exchange, the Merging Company shall cause to be cancelled and retired each such certificate representing each unit of the issued and outstanding Membership Certificates of the Merged Company represented thereby.

8. Book Entries. As of the Effective Time, entries shall be made upon the books of the Merging Company in respect of this Agreement and Plan of Merger in accordance with the following:

(a) The assets and liabilities of each of the Merged Company immediately prior to the Effective Time shall be recorded on the books of the Merging Company at the same amounts at which they were carried on the books of the Merged Company immediately prior to the Effective Time.

(b) There shall be credited as stated capital in respect of the Partnership Units of the Merging Company the aggregate amount of the par value of all Partnership Units issued as a result of the conversion of the issued and outstanding Membership Certificates of the Merged

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Company into Partnership Units of the Merging Company pursuant to this Agreement and Plan of Merger.

(c) There shall be credited as surplus in respect of the capital account of the Merging Company the amount credited as stated capital in respect of issued and outstanding Membership Certificates of the Merged Company pursuant to paragraphs (b) and (c) of this Section 8.

9. Amendment. At any time before or after approval and adoption by the Members of the Merged Company and prior to the Effective Time, this Agreement and Plan of Merger may be amended in any manner as may be determined in the judgment of the Managing Member of the Merged Company to be necessary, desirable or expedient; provided, however, that, after approval of the Members of the Merged Company, such amendment may not materially and adversely alter or amend the terms of this Agreement and Plan of Merger.

10. Abandonment. At any time before the Effective Time, this Agreement and Plan of Merger may be terminated and the merger may be abandoned by the General Partner of the Merging Company or the Managing Member of the Merged Company or both, notwithstanding approval of this Agreement and Plan of Merger by the General Partner of the Merging Company or by the Members of the Merged Company or any of them.

11. Counterparts. In order to facilitate the filing and recording of this Agreement and Plan of Merger, the same may be executed in two or more counterparts, each of which shall be deemed to be an original and the same agreement.

IN WITNESS WHEREOF, each of the Companies hereto, pursuant to authority granted by the Managing Member of the Merged Company and the General Partner of the Merging Company has caused this Agreement and Plan of Merger to be executed by its Managing Member or General Partner, as the case may be, and attested to by its Secretary or Assistant Secretary and its corporate or company seal to be affixed hereto, as of the date first above written.

THE MERGED COMPANY:

RMC, LLC

By: Ronald M. Constine
Ronald M. Constine, Trustee, Its Managing Member

[SEAL]

ATTEST: Joseph A. Troiano
Joseph A. Troiano, Secretary

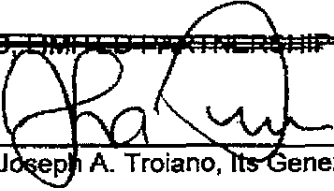
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THE MERGING COMPANY:

RMC VENTURES, II, LIMITED PARTNERSHIP

~~RMC VENTURES, II, LIMITED PARTNERSHIP~~ JAT

By: 
Joseph A. Troiano, Its General Partner

[SEAL]

ATTEST: 
Joseph A. Troiano, Its Secretary

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