

Division of Corporations

Page 1 of 1

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Florida Department of State
Division of Corporations
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From: Account Name : WHWW, INC.
Account Number : I20060000124
Phone : (407)246-6584
Fax Number : (407)645-3728

Please note that effective date of Merger shall be 12:59 p.m., December 31, 2009

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

MERGER OR SHARE EXCHANGE
DiPasqua Enterprises, Inc.

EFFECTIVE DATE
12-31-09

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
ARTICLES OF MERGER
OF
DIPASQUA DEVELOPMENT COMPANY, a Florida corporation
INTO
DIPASQUA ENTERPRISES, INC., a Florida corporation

EFFECTIVE DATE
12-31-09

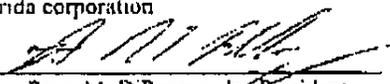
These Articles of Merger are between DIPASQUA DEVELOPMENT COMPANY, a Florida corporation ("DDC") and DIPASQUA ENTERPRISES, INC., a Florida corporation ("DEI").

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act"), the undersigned corporations adopt the following Articles of Merger:

1. The Agreement and Plan of Merger dated as of December 21, 2009 ("Agreement"), between DDC and DEI was approved and adopted by the shareholders of DDC on December 21, 2009, and was adopted by the shareholders of DEI on December 21, 2009.
2. Pursuant to the Agreement, all issued and outstanding shares of DDC will be acquired by means of a merger of DDC with DEI with DEI being the surviving corporation ("Merger").
3. The Agreement is attached as Exhibit A and incorporated by reference as if fully set forth.
4. Pursuant to §607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be 11:59 p.m., December 31, 2009.

Signed as of the 28th day of December, 2009.

DIPASQUA DEVELOPMENT COMPANY,
a Florida corporation

By: 
Peter M. DiPasqua, Jr., President

DIPASQUA ENTERPRISES, INC.,
a Florida corporation

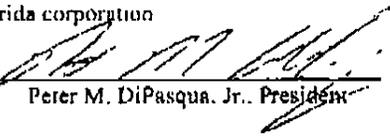
By: 
Peter M. DiPasqua, Jr., President

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Agreement"), is made as of December 21, 2009, by and among DIPASQUA DEVELOPMENT COMPANY, a Florida corporation ("DDC"), and DIPASQUA ENTERPRISES, INC., a Florida corporation ("DEI").

Pursuant to Section 607.1101, Florida Statutes, the undersigned corporations adopt the following Agreement and Plan of Merger:

1. The name and jurisdiction of the surviving corporation ("Surviving Corporation") is:

DIPASQUA ENTERPRISES, a Florida corporation

2. The name and jurisdiction of the merging corporation is:

DIPASQUA DEVELOPMENT COMPANY, a Florida corporation

3. The terms and conditions of the merger are as follows:

a. Merger of DDC into DEI. Upon the terms and conditions set forth in this Agreement, at the effective date of filing this Agreement and Plan of Merger with the Florida Secretary of State, DDC shall be merged with and into DEI, and the separate existence of DDC shall cease (the "Merger"). DEI shall continue as the surviving corporation of said Merger (the "Surviving Corporation"). The Merger shall have the effects set forth in this Agreement and in the applicable provisions of the Florida Business Corporation Act (the "Act").

b. Effective Time. Subject to the provisions of this Agreement, articles of merger (the "Articles of Merger") shall be duly prepared and executed in accordance with the Act and delivered to the Secretary of State of the State of Florida for filing. The Merger shall become effective at 11:59 p.m., December 31, 2009 (the "Effective Time").

c. Articles of Incorporation and Bylaws, Directors and Officers. Upon the Effective Time:

(1) the Articles of Incorporation of DEI shall continue as the Articles of Incorporation of the Surviving Corporation;

(2) the Bylaws of DEI shall continue as the Bylaws of the Surviving Corporation; and

(3) The officers and directors of DEI shall continue as the officers and directors of the Surviving Corporation.

d. Capital Stock. The current stock ownership of DEI and DDC prior to the Effective Time is as follows:

DEI:

Peter M. Dipasqua, Jr. Family Trust- 43.1 shares

Jeffrey A. Ganssle Family Trust-21.6 shares

Lynn Ann Ganssle Family Trust-21.6 shares

PLD Trust-7.9 shares

JLG Trust-5.8 shares

TOTAL: 100 shares

H09000264771 3

DDC:

Peter M. Dipasqua, Jr.-31.0 shares
Jeffrey A. Ganssle-24.5 shares
Lynn Ann Ganssle-24.5 shares
TOTAL: 100 shares

As of the Effective Time, by virtue of the Merger and without any action on the part of any holder of DDC common stock, each share of DDC common stock shall be converted into such number of shares of the common stock of DEI so that the stock ownership of DEI after the Effective Time shall be as follows:

DEI:

Peter M. Dipasqua, Jr. Family Trust- 44.45 shares
Jeffrey A. Ganssle Family Trust-22.25 shares
Lynn Ann Ganssle Family Trust-22.25 shares
PLD Trust-7.9 shares
ILG Trust-5.8 shares
TOTAL: 102.65 shares

IN WITNESS WHEREOF, each party hereto has executed or caused this Agreement and Plan of Merger to be executed on its behalf, all on the day and year first above written.

DIPASQUA DEVELOPMENT COMPANY,
a Florida corporation

By: 
Peter M. DiPasqua, Jr., President

DIPASQUA ENTERPRISES, INC.,
a Florida corporation

By: 
Peter M. DiPasqua, Jr., President