

Division of Corporations

Page 1 of 1

G 25518

Florida Department of State
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MERGER OR SHARE EXCHANGE**D.C.D. INDUSTRIES, INC.**

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ARTICLES OF MERGER
Merger Sheet

MERGING: _____

FLORA HOMES, INC., a Florida corporation, document number 168494

INTO

D.C.D. INDUSTRIES, INC., a Florida entity, G25518.

File date: February 15, 2000

Corporate Specialist: Karen Gibson

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**ARTICLES OF MERGER OF
FLORA HOMES, INC., A FLORIDA CORPORATION,
WITH AND INTO
D.C.D. INDUSTRIES, INC., A FLORIDA CORPORATION**

D.C.D. Industries, Inc., a Florida corporation, and Flora Homes, Inc., a Florida corporation (collectively, the "Constituent Entities"), submit the following Articles of Merger in accordance with the Florida Business Corporation Act for the purpose of merging Flora Homes, Inc. with and into D.C.D. Industries, Inc.:

ARTICLE I

CONSTITUENT ENTITIES

The name and state of organization of each of the Constituent Entities are as follows:

- (a) Flora Homes, Inc., a Florida corporation; and
- (b) D.C.D. Industries, Inc., a Florida corporation.

The name of the surviving corporation following the transactions contemplated by these Articles of Merger is D.C.D. Industries, Inc.

ARTICLE II

APPROVAL OF AGREEMENT AND PLAN OF MERGER

The Agreement and Plan of Merger set forth in Article III hereof was duly adopted and approved by all of the members of the Board of Directors and all the stockholders of each of the Constituent Entities as follows:

- (a) By unanimous written consent of the members of the Board of Directors and the stockholders of Flora Homes, Inc. dated January 31, 2000; and
- (b) By unanimous written consent of the members of the Board of Directors and the stockholders of D.C.D. Industries, Inc. dated January 31, 2000.

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ARTICLE III

AGREEMENT AND PLAN OF MERGER

3.1 At and as of the Effective Date (as defined below), Flora Homes, Inc., a Florida corporation, shall merge with and into D.C.D. Industries, Inc., a Florida corporation (the "Surviving Entity").

3.2 The Articles of Incorporation of the Surviving Entity, on the Effective Date of the merger, shall continue in full force and effect and remain as the Articles of Incorporation of the Surviving Entity following the merger.

3.3 The Bylaws of the Surviving Entity, on the Effective Date of the merger, shall continue in full force and effect and remain as the Bylaws of the Surviving Entity following the merger.

3.4 The persons serving as members of the Board of Directors and officers of the Surviving Entity shall continue to be the members of the Board of Directors and the officers of the Surviving Entity following the merger, all of whom shall hold their respective positions until the election and qualification of their successors or until their earlier removal, resignation or death.

3.5 The manner and basis of converting the shares of each of the Constituent Entities at the Effective Date are as follows:

(a) Each share of issued and outstanding stock of Flora Homes, Inc. shall be converted into one share of the common stock of the Surviving Entity. Upon the surrender of certificates representing shares of stock of Flora Homes, Inc. by holders thereof, certificates for

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shares of the Surviving Entity's stock shall be issued in exchange by the Surviving Entity. None of the issued and outstanding stock of the Surviving Entity at the Effective Date will be exchanged but shall remain outstanding as shares of stock of the Surviving Entity.

(b) At the Effective Date, each authorized but unissued share of stock of Flora Homes, Inc., if any, shall be canceled and extinguished by virtue of the merger.

(c) Immediately prior to the Effective Date, there were no outstanding rights to acquire any stock or other securities of either of the Constituent Entities.

3.6 At and as of the Effective Date, the separate existence of Flora Homes, Inc., shall cease, and all of the properties, assets, rights privileges, contracts and franchises of said corporation, whether public or private and of whatsoever nature and description, shall be transferred to, vest in and devolve upon the Surviving Entity without further act or deed.

3.7 At and as of the Effective Date, the Surviving Entity shall assume and shall be responsible for all of the liabilities and obligations of Flora Homes, Inc.

3.8 The merger of Flora Homes, Inc., with and into the Surviving Entity, shall be effective upon the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the undersigned, constituting the duly authorized officers of Flora Homes, Inc., and D.C.D. Industries, Inc., respectively, have executed these Articles of Merger pursuant to the authority duly vested in them by the members of the Board of Directors and stockholders of each of the Constituent Entities.

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FLORA HOMES, INC.,
a Florida corporation

By D.C. Dawkins, Jr.
Print: D.C. DAWKINS, JR.
Its: PRESIDENT

D.C.D. INDUSTRIES, INC.,
a Florida corporation

By D.C. Dawkins, Jr.
Print: D.C. DAWKINS, JR.
Its: PRESIDENT

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