

H39637

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : LATHAM, SHUKER, EDEN & BEAUDINE, LLP
Account Number : I200000000025
Phone : (407) 481-5800
Fax Number : (407) 481-5801

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MERGER OR SHARE EXCHANGE

FLORIDA CARBONIC DISTRIBUTOR, INC.

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COVER LETTER**TO: Amendment Section
Division of Corporations****SUBJECT: Florida Carbonic Distributor, Inc., a Florida corporation
(Doc. No. H39637)
(Name of Surviving Party)**

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Gina L. Binkley
(Contact Person)Latham, Shuker, Eden & Beaudine, LLP
(Firm/Company)390 North Orange Avenue, Suite 600
(Address)Orlando, Florida 32801
(City/State and Zip Code)

For further information concerning this matter, please call:

Gina L. Binkley at (407) 481-5800
(Name of Contact Person) (Area Code and Daytime Telephone Number)☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)**STREET ADDRESS:**
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301**MAILING ADDRESS:**
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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**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)
Florida Carbonic Distributor, Inc.	Florida	Doc. No. H39637 FEIN No. 59-2506731

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/applicable)
Consolidated Carbonic, Inc.	Florida	Doc. No. P98000035498 FEIN No. 59-3515568
Carbonic Distributors, Incorporated	Alabama	AL Doc. No. 036-952

Third: The attached Plan of Merger meets the requirements of section 607.1108, Florida Statutes, and was approved by each domestic corporation that is a party to the merger in accordance with Chapter 607, Florida Statutes.

Fourth: The attached Plan of Merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated, including the requirements of Section 10-15-4 and 10-2B-11.03 Code of Alabama.

Fifth: The merger shall become effective at the Effective Date and Time of the Merger as specified in the Plan of Merger, or as of the later of (a) the date and time the Articles of Merger are filed with the Florida Department of State, or (b) the date and time the Articles of Merger are filed with the Alabama Department of State.

Fifth: The Plan of Merger was adopted by the shareholders of the surviving corporation on December 30, 2008.

Sixth: The Plan of Merger was adopted by the shareholders of the merging corporations on December 30, 2008.

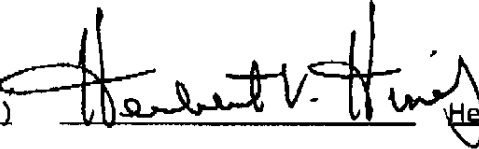
(Attach additional sheets if necessary)

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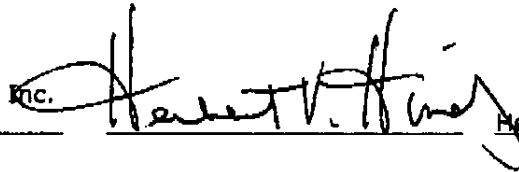
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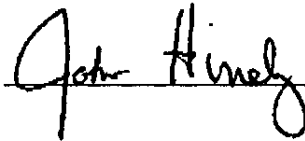
Seventh: SIGNATURES FOR EACH CORPORATION. These Articles of Merger may be executed in counterparts, all of which shall be considered an original.

Name of Corporation**Signature of an Officer or Director****Typed or Printed Name of Individual & Title**Florida Carbonic Distributors
Inc. (Surviving corporation)

Herbert V. Hinely, President

Consolidated Carbonic, Inc.
(Merging corporation)

Herbert V. Hinely, President

Carbonic Distributors,
Incorporated (Merging
corporation)

John W. Hinely, President

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PLAN OF MERGER
(Non-Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with Section 10-15-4 and 10-2B-11.03 Code of Alabama and the laws of any other applicable jurisdiction of Incorporation.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/applicable)
Florida Carbonic Distributor, Inc.	Florida	Doc. No. H39637 FEIN No. 59-2506731

Second: The name and jurisdiction of each **merging** corporation:

Consolidated Carbonic, Inc.	Florida	Doc. No. P98000035498 FEIN No. 59-3515568
Carbonic Distributors, Incorporated	Alabama	AL Doc. No. 036-952

Third: The terms and conditions of the merger are as follows:

The merger shall become effective at 11:59 p.m. on December 31, 2008 (the "Effective Time"). Upon the Effective Time, the separate corporate existence of Consolidated Carbonic, Inc, a Florida corporation and Carbonic Distributors, Incorporated, an Alabama corporation, shall cease and Florida Carbonic Distributor, Inc., a Florida corporation, as the surviving corporation, shall possess all the rights, privileges, powers and be subject to all the restrictions, disabilities and duties of Consolidated Carbonic, Inc. and Carbonic Distributors, Incorporated; and all property, real or personal, and all debts due to Consolidated Carbonic, Inc. and Carbonic Distributors, Incorporated on whatever account, shall be vested in Florida Carbonic Distributor, Inc; and all and every other interest shall be thereafter the property of Florida Carbonic Distributor, Inc. as they were of Consolidated Carbonic, Inc. and Carbonic Distributors, Incorporated, and the title to any real estate or other property of Consolidated Carbonic, Inc. and Carbonic Distributors, Incorporated, shall not revert or be in any way impaired by reason of the Merger; but all rights of creditors and all liens upon any property of Consolidated Carbonic, Inc. and Carbonic Distributors, Incorporated shall be preserved unimpaired, and all debts, liabilities and duties of Consolidated Carbonic, Inc. and Carbonic Distributors, Incorporated shall thence forth attach to Florida Carbonic Distributor, Inc. and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by Consolidated Carbonic, Inc. and Carbonic Distributors, Incorporated.

The Articles of Incorporation and Bylaws of Florida Carbonic Distributor, Inc. in effect immediately prior to the Effective Time shall continue to be the Articles of Incorporation and Bylaws of Florida Carbonic Distributor, Inc. as the surviving corporation after the Effective Time without change or amendment until thereafter amended in accordance with applicable law.

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The directors and officers of Florida Carbonic Distributor, Inc., immediately prior to the Effective Time shall remain as the directors and officers of the Florida Carbonic Distributor, Inc., in each case until a successor is duly elected and qualified.

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

Each shareholder of Consolidated Carbonic, Inc. and Carbonic Distributors, Incorporated shall be deemed to have converted his shares in each respective corporation into an amount of shares such that Herbert V. Hinely and John W. Hinely shall each have a fifty percent (50%) ownership interest in Florida Carbonic Distributor, Inc., the surviving corporation. All issued and outstanding shares of stock of Consolidated Carbonic, Inc. and Carbonic Distributors, Incorporated, and all treasury stock owned by Consolidated Carbonic, Inc. and Carbonic Distributors, Incorporated, shall be canceled pursuant to this plan and shall cease to exist.

In accordance with this Plan and other good and valuable consideration, the sufficiency of which is hereby acknowledged, Daniel R. Johnson and Darlene Johnson, shareholders of Florida Carbonic Distributors, Inc., shall not receive nor hold any shares of stock of Florida Carbonic Distributors, Inc., from and after the Effective Time, and shares held by Daniel R. Johnson and Darlene Johnson shall be cancelled and no longer authorized as of the Effective Time.

Fifth: Statements that are required by the laws of the State of Alabama:

The street address of the surviving business entity is 1610 S. Division Avenue, Orlando, Florida 32801.

Pursuant to Section 10-15-6 Alabama Code, Florida Carbonic Distributors, Inc. appoints the Secretary of State of the State of Alabama as its agent for service of process in a proceeding to enforce any obligation or any dissenter's rights of equity owners of Carbonic Distributors, Incorporated. Florida Carbonic Distributors, Inc. further agrees that it will promptly pay to dissenting equity holders of Carbonic Distributors, Incorporated the amount, if any, to which they are entitled under Alabama law.

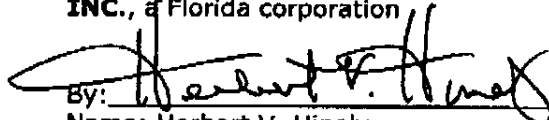
Sixth: This Plan of Merger may be executed in counterparts, all of which shall be considered an original.

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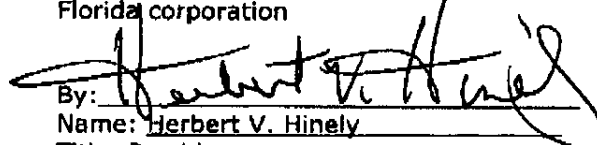
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IN WITNESS WHEREOF, the undersigned on behalf of the respective constituent corporations, duly authorized hereunto, have executed this Agreement as of December 30, 2008.


**FLORIDA CARBONIC DISTRIBUTOR,
INC.,** a Florida corporation

By: 
Name: Herbert V. Hinely
Title: President

CONSOLIDATED CARBONIC, INC., a
Florida corporation

By: 
Name: Herbert V. Hinely
Title: President

**CARBONIC DISTRIBUTORS,
INCORPORATED,** an Alabama corporation

By: 
Name: John W. Hinely
Title: President

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