

H 48936

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MERGER OR SHARE EXCHANGE

BLDM, INC.

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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

RWR, INC., a Florida corporation, document number P96000089767

INTO

BLDM, INC., a Florida entity, H48936.

File date: May 7, 2001

Corporate Specialist: Karen Gibson

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ARTICLES OF MERGER
OF
RWR, INC.
INTO
BLDM, INC.

Under Section 607.1105 of Florida Statutes

Pursuant to the provisions of Section 607.1105 of the Florida Statutes, the undersigned hereby certify by these Articles of Merger as follows:

FIRST: The names of the corporations which are parties to the merger are RWR, INC., a Florida corporation, and BLDM, Inc., a Florida corporation. The surviving corporation is BLDM, INC.

SECOND: The Plan of Merger is annexed hereto as Exhibit "A" and incorporated herein by reference in its entirety.

THIRD: The plan of merger was duly adopted by the unanimous vote of the shareholders of each party to the merger on the 4th day of May, 2001.

FOURTH: This merger shall be effective on the 7th day of May, 2001, pursuant to the provisions of Section 607.1105(1)(b), Florida Statutes.

IN WITNESS WHEREOF, each of the corporations party to the merger has caused these Articles of Merger to be executed on its behalf by its duly authorized officers effective this 4th day of May, 2000.

RWR, INC.

BLDM, INC.

By: Robert V. Lange
Robert V. Lange, President

By: Robert V. Lange
Robert V. Lange, President

ATTEST: Robert Michael Lange
Robert Michael Lange, Secretary

ATTEST: Robert Michael Lange
Robert Michael Lange, Secretary

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AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER is effective the 7th day of May, 2001, between RWR, INC., a Florida corporation ("RWR"), and BLDM, INC., a Florida corporation ("BLDM"), said corporations being sometimes collectively referred to herein as the "Constituent Corporations".

WITNESSETH:

WHEREAS, RWR, is a corporation duly organized and existing under the laws of the State of Florida, having an authorized capital stock of 10,000 shares of common stock, of which as of the date hereof 600 shares of common stock were validly issued and outstanding.

WHEREAS, BLDM is a corporation duly organized and existing under the laws of the State of Florida, having an authorized capital stock of 7,500 shares of common stock, of which as of the date hereof 500 shares of common stock are validly issued and outstanding.

WHEREAS, the Board of Directors of each Constituent Corporation deems it advisable for the general welfare of such Constituent Corporation and its shareholders that RWR be merged into BLDM.

WHEREAS, the Shareholders of RWR will receive in exchange for their stock in RWR, common stock of BLDM, as more fully described in ARTICLE VI hereafter.

NOW, THEREFORE, the Constituent Corporations hereby agree that RWR, shall be merged with and into BLDM in accordance with the applicable laws of the State of Florida and the terms and conditions of the following Plan of Merger.

ARTICLE I

THE CONSTITUENT CORPORATIONS

The names of the Constituent Corporations to the merger are RWR, a Florida corporation, (Florida Charter No. P96000089767) and BLDM, a Florida corporation, (Florida Charter No. H48936).

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ARTICLE II

THE MERGER: THE SURVIVING CORPORATION

On the Effective Date, as hereinafter defined, RWR, shall be merged into BLDM, in accordance with the applicable provisions of Chapter 607 of the Florida Statutes (the Florida Business Corporation Act). BLDM shall be the surviving Corporation, and shall be governed by the laws of the State of Florida.

ARTICLE III

THE EFFECT OF THE MERGER

From and after the filing of the Articles of Merger in accordance with Article VII hereof, the Constituent Corporations shall be a single corporation, which shall be BLDM. From and after such filing, the separate existence of RWR, shall cease, while the corporate existence of BLDM, shall continue unaffected and unimpaired. BLDM shall have all the rights, privileges, immunities, and powers, and shall be subject to all the duties and liabilities, of a corporation organized under the Florida Business Corporation Act. BLDM shall thereupon and thereafter possess all the rights, privileges, immunities and franchises, of a public as well as a private nature, of each of the Constituent Corporations. All property, real, personal and mixed, and all debts on whatever account, all other choses in action, and all and every other interest of or belonging to or due to each of the Constituent Corporations, shall be taken and deemed to be transferred to and vested in BLDM without further act or deed. The title to any real estate, or any interest therein, vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason of such merger. BLDM shall henceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations, and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted as if such merger had not taken place, or BLDM may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by such merger.

ARTICLE IV

SUPPLEMENTARY ACTION

If at any time after the Effective Date any further assignments or assurances in law or any

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other things are necessary or desirable to vest or to perfect, confirm or record in BLDM the title to any property or rights of either of the Constituent Corporations, or otherwise to carry out the provisions of this Agreement and Plan of Merger, the proper officers and directors of the respective Constituent Corporations as of the Effective Date shall execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary or proper to vest or to perfect or confirm title to such property or rights in BLDM and otherwise to carry out the purposes and provisions of this Agreement and Plan of Merger.

ARTICLE V
CERTIFICATE OF INCORPORATION AND BY-LAWS;
OFFICERS AND DIRECTORS

(a) The Certificate of Incorporation and By-Laws of BLDM, as heretofore amended and in effect on the Effective Date, shall remain the Certificate of Incorporation and By-Laws of BLDM, until the same shall thereafter be further amended or repealed as provided therein and by applicable law.

(b) The persons who shall serve as directors of BLDM shall be:

- Robert V. Lange
- Walker Dorman Mizell
- Robert Michael Lange

The persons who shall serve as officers of BLDM and the offices in which they shall serve, shall be:

- | | |
|-----------------|----------------------|
| President: | Robert V. Lange |
| Vice President: | Walker D. Mizell |
| Secretary: | Robert Michael Lange |
| Treasurer: | Walker D. Mizell |

ARTICLE VI
TREATMENT OF SHARES OF CONSTITUENT CORPORATIONS

(a) Each share of the common stock of BLDM, outstanding immediately prior to the filing of the Articles of Merger in accordance with Article VII, shall continue in existence as a share of the merged corporations and there shall be no distribution of cash or securities with respect thereto.

(b) Each share of the common stock of RWR, outstanding immediately prior to the filing of the Articles of Merger in accordance with Article VII shall, by virtue of the merger and

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without any action on the part of the holder thereof, cease to exist and be cancelled, and the common stock of RWR, cash, securities or other property to be issued in respect thereof shall be as follows:

1. BLDM shall issue to Robert V. Lange, Trustee of the Robert V. Lange Family Trust dated June 3, 1999, in exchange for stockholder's shares of common stock of RWR, as follows:
25.25 shares of the authorized common stock of BLDM.
2. BLDM shall issue to Walker Dorman Mizell, Trustee of the Walker Dorman Mizell Revocable Living Trust dated October 14, 1998, in exchange for stockholder's shares of common stock of RWR, as follows:
25.25 shares of the authorized common stock of BLDM.
3. BLDM shall issue to Robert Michael Lange in exchange for stockholder's shares of common stock of RWR, as follows:
25.25 shares of the authorized common stock of BLDM.

ARTICLE VII
APPROVAL BY SHAREHOLDERS

This Plan of Merger shall be submitted to the respective shareholders of the Constituent Corporations for approval as provided by the Florida Business Corporation Act on the 4th day of May, 2001. If duly adopted by the requisite vote of such shareholders, Articles of Merger meeting the requirements of the Florida Business Corporation Act shall be filed immediately in the appropriate office in Florida.

ARTICLE VIII
EFFECTIVE DATE

The merger of RWR, into BLDM, shall become effective the 7th day of May, 2001, in accordance with the Florida Business Corporation Act. The date on which such merger shall become effective is herein called the "Effective Date".

ARTICLE IX
COVENANTS OF RWR

RWR covenants and agrees that: (a) it will not further amend its certificate of incorporation

prior to the Effective Date, and (b) it will not issue any shares of its capital stock or any rights to acquire any such shares prior to the Effective Date.

ARTICLE X
TERMINATION

Anything to the contrary herein or elsewhere notwithstanding, this Agreement and Plan of Merger may be terminated and abandoned by the Board of Directors of either of the Constituent Corporations at any time prior to the filing of the Articles of Merger.

ARTICLE XI
COUNTERPARTS

This Agreement and Plan of Merger may be executed in any number of counterparts, each of which when executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, each of the parties to this Agreement and Plan of Merger has caused this Agreement and Plan of Merger to be executed by its duly authorized officer on the day and year above written.

RWR, INC.

By: Robert V. Lange
Robert V. Lange, President

BLDM, INC.

By: Robert V. Lange
Robert V. Lange, President