

Division of Corporations

H48936

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Florida Department of State  
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MERGER OR SHARE EXCHANGE

BLDM, INC.

Certificate of Status	0
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Merge  
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ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

AMERICAN PEAT COMPANY, INC., a Florida corporation, document number  
F96980

INTO

**BLDM, INC.**, a Florida entity, H48936.

File date: May 7, 2001

Corporate Specialist: Karen Gibson

ARTICLES OF MERGER  
OF  
AMERICAN PEAT COMPANY, INC.  
INTO  
BLDM, INC.

Under Section 607.1105 of Florida Statutes

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 AMERICAN PEAT COMPANY, 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 4<sup>th</sup> day of May, 2001.

**FOURTH:** This merger shall be effective on the 7<sup>th</sup> 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 4<sup>th</sup> day of May, 2001.

AMERICAN PEAT COMPANY, 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 7<sup>th</sup> day of May, 2001, between AMERICAN PEAT COMPANY, INC., a Florida corporation ("AMERICAN PEAT"), and BLDM, INC., a Florida corporation ("BLDM"), said corporations being sometimes collectively referred to herein as the "Constituent Corporations".

**WITNESSETH:**

WHEREAS, AMERICAN PEAT, is a corporation duly organized and existing under the laws of the State of Florida, having an authorized capital stock of 100,000 shares of common stock, of which as of the date hereof 50,000 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 575.75 shares of common stock are validly issued and outstanding (after the RWR, Inc. merger).

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

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

NOW, THEREFORE, the Constituent Corporations hereby agree that AMERICAN PEAT, 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 AMERICAN PEAT, a Florida corporation, (Florida Charter No. F96980) 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, AMERICAN PEAT, 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 AMERICAN PEAT, 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.

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**ARTICLE IV**  
**SUPPLEMENTARY ACTION**

If at any time after the Effective Date any further assignments or assurances in law or any 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 AMERICAN PEAT, outstanding immediately prior to the filing of the Articles of Merger in accordance with Article VII shall, by virtue of the merger and without any action on the part of the holder thereof, cease to exist and be cancelled, and the common stock of AMERICAN PEAT, 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 AMERICAN PEAT, as follows:

49 shares of the authorized common stock of BLDM.

2. BLDM shall issue to Carol K. Lange, Trustee of the Carol K. Lange Family Trust dated June 3, 1999, in exchange for stockholder's shares of common stock of AMERICAN PEAT, as follows:

49 shares of the authorized common stock of BLDM

3. 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 AMERICAN PEAT, as follows:

98 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 4<sup>th</sup> 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 AMERICAN PEAT, into BLDM, shall become effective the 7<sup>th</sup> 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 AMERICAN PEAT**

AMERICAN PEAT 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.

AMERICAN PEAT COMPANY, INC.

By:   
Robert V. Lange, President



05/07/01 14:32 FAX 352 343 7759

Cauthen & Feldman, PA

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BLDM, INC.

By:

  
Robert V. Lange, President