

**K/15656**

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To:

Division of Corporations  
Fax Number : (850) 205-0380

From:

Account Name : ARAZOZA, COMAS, DE TORRES & FERNANDEZ-FRAGA, P.A.  
Account Number : 076624003440  
Phone : (305) 444-6226  
Fax Number : (305) 442-4829

**MERGER OR SHARE EXCHANGE**

**ARAZOZA BROTHERS CORPORATION**

Certificate of Status	1
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**ARTICLES OF MERGER  
(Profit Corporation)**

THE FOLLOWING ARTICLES OF MERGER ARE BEING SUBMITTED IN ACCORDANCE WITH THE FLORIDA BUSINESS CORPORATION ACT, PURSUANT TO SECTION 607.1105, F.S.

**FIRST:** The name and jurisdiction of the surviving corporation is as follows:

<b>Name</b>	<b>Jurisdiction</b>
ARAZOZA BROTHERS CORPORATION	A Florida For Profit Corporation

**SECOND:** The name and jurisdiction of each merging corporation is as follows:

<b>Name</b>	<b>Jurisdiction</b>
ARAZOZA BROTHERS CORPORATION	A Florida For Profit Corporation
AQUALAWN, INC.	A Florida For Profit Corporation

**THIRD:** The Plan of Merger is attached.

**FOURTH:** The merger shall become effective as of March 15, 2005.

**FIFTH:** Adoption of Merger by the surviving corporation.

The Plan of Merger was adopted by the shareholders of the surviving corporation as of March 15, 2005.

**SIXTH:** Adoption of Merger by the merging corporation.

The Plan of Merger was adopted by the shareholders of the merging corporation as of March 15, 2005.

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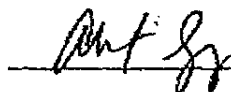
**SEVENTH:** Signatures For Each Corporation:

**Name of Corporation:**

**Signature**

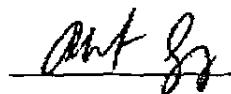
**Name of Individual and Title**

ARAZOZA BROTHERS CORPORATION



Alberto Arazoza  
P/S/D

AQUALAWN, INC.



Alberto Arazoza  
P

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### PLAN OF MERGER

THE FOLLOWING PLAN OF MERGER SUBMITTED IN COMPLIANCE WITH SECTION 607.1101, F.S., AND IN ACCORDANCE WITH THE LAWS OF ANY OTHER APPLICABLE JURISDICTION OF INCORPORATION.

**FIRST:** The name and jurisdiction of the surviving corporation is as follows:

Name	Jurisdiction
ARAZOZA BROTHERS CORPORATION	A Florida For Profit Corporation

**SECOND:** The name and jurisdiction of each merging corporation is as follows:

Name	Jurisdiction
ARAZOZA BROTHERS CORPORATION	A Florida For Profit Corporation
AQUALAWN, INC.	A Florida For Profit Corporation

**THIRD:** The terms and conditions of the merger are as follows:

#### THE MERGER.

3.1 Upon the terms and subject to the conditions of this Plan of Merger and the applicable provisions of Florida Law, at the Effective Time, AQUALAWN, INC., shall be merged with and into ARAZOZA BROTHERS CORPORATION, (hereafter "Company"), the separate existence of AQUALAWN, INC., shall cease, and Company shall continue as the surviving entity of the merger (the "Surviving Entity").

3.2 Effective Time. Company and AQUALAWN, INC., will file articles of merger, in such appropriate form as determined by the parties, with the Secretary of State of the State of Florida in accordance with the relevant provisions of Florida Law (the "Plan of Merger") (the time of such filing as specified in the Articles of Merger being the "Effective Time").

3.3 Effect of The Merger. At the Effective Time, the effect of the merger shall be as provided in this Plan of Merger and the applicable provisions of Florida Law. Without limiting the generality of the foregoing, at the Effective Time, the Surviving Entity shall possess all the property, rights, privileges, powers and franchises of Company and AQUALAWN, INC., and shall be subject to all debts, liabilities and duties of Company and AQUALAWN, INC.

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**3.4 Articles of Organization; Regulations.** (a) At the Effective Time, the Articles of Incorporation of ARAZOZA BROTHERS CORPORATION, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Entity until thereafter amended as provided by law. (b) At the Effective Time, the By-laws, as in effect immediately prior to the Effective Time, shall be the By-laws of the Surviving Entity until thereafter amended.

**3.5 Directors and Officers.** The initial directors of the Surviving Entity shall be the directors of ARAZOZA BROTHERS CORPORATION, immediately prior to the Effective Time, until their respective successors are duly elected or appointed and qualified. The initial officers of the Surviving Entity shall be the officers of Company immediately prior to the Effective Time, until their respective successors are duly appointed.

**FOURTH:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or 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:

- (a) **Conversion of AQUALAWN, INC., Shares.** Each share of AQUALAWN, INC., issued and outstanding immediately prior to the Effective Time will be canceled and extinguished and automatically converted to one validly issued, fully paid and nonassessable share of the Surviving Entity.
- (b) Both parties to the merger certify that no party has a right to acquire additional shares in either entity at this time.

**FIFTH: Taking of Necessary Action; Further Action.** If, at any time after the Effective Time, any further action is necessary or desirable to carry out the purposes of this merger to vest the Surviving Entity with full right, title and possession to all assets, property, rights, privileges, powers and franchises of Company and AQUALAWN, INC., the officers, shareholders and directors of Company and AQUALAWN, INC. will take all such lawful and necessary action.

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