

K93486

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MERGER OR SHARE EXCHANGE

ESI LP, LLC

Certificate of Status	0
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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

of

ESI LP, Inc.
A Florida corporation.

K93486

with and into

ESI LP, LLC,
a Delaware limited liability company

EFFECTIVE DATE
12/30/04

Pursuant to the provisions of Section 608.1109 of the Florida Business Corporation Act, these Articles of Merger provide that:

1. ESI LP, Inc., a Florida corporation ("ESI"), shall be merged with and into ESI LP, LLC, a Delaware limited liability company ("ESI LLC"), which shall be the surviving limited liability company in the merger.

2. The Plan of Merger dated as of December 30, 2004 (the "Plan of Merger") was approved (i) by ESI in accordance with the applicable provisions of the Florida Business Corporation Act and (ii) by ESI LLC in accordance with the applicable provisions of the Delaware Limited Liability Company Act. The Plan of Merger is attached to these Articles of Merger as Exhibit A.

3. The merger shall be effective as of December 30, 2004.

4. The address of the principal office of ESI LLC is 700 Universe Boulevard, Juno Beach, Florida 33408.

5. ESI LLC is deemed to have appointed the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of ESI.

6. ESI LLC has agreed to pay promptly to the dissenting shareholders of ESI the amount, if any, to which they are entitled under Section 607.1302 of the Florida Business Corporation Act.

[SIGNATURES ON NEXT PAGE.]

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of each of ESI and ESI LLC as of December 30, 2004.

ESI LP, Inc.

By: Charles S. Schultz
Name: Charles S. Schultz
Title: Secretary

ESI LP, LLC

By: Charles S. Schultz
Name: Charles S. Schultz
Title: Secretary

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TALLAHASSEE, FLORIDA

EXHIBIT A

**PLAN OF MERGER
of
ESI LP, Inc.,
a Florida corporation,
with and into
ESI LP, LLC,
A Delaware limited liability company**

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TALLAHASSEE, FLORIDA

This Plan of Merger (the "Plan") is dated as of December 30, 2004, between ESI LP, Inc. a corporation organized and existing under the laws of the State of Florida ("ESI"), and ESI LP, LLC, a limited liability company organized and existing under the laws of the State of Delaware ("ESI LLC").

Recitals

A. Section 607.1108 of the Florida Business Corporation Act (the "Florida Act") and Section 18-209 of the Delaware Limited Liability Company Act (the "Delaware Act"), the Articles of Incorporation and Bylaws of ESI and the Certificate of Formation and Limited Liability Company Agreement of ESI LLC permit the merger of ESI with and into ESI LLC (the "Merger"), which shall be the surviving entity in the Merger.

B. The Board of Directors of ESI has determined that it is advisable and to the advantage and welfare of ESI that the Merger be consummated on the terms set forth in this Plan.

C. The Plan was approved and adopted by (i) the shareholders of ESI on December 30, 2004, and (ii) the sole member of ESI LLC on December 30, 2004.

D. ESI and ESI LLC intend that the Merger constitute an exchange described in Section 721 of the Internal Revenue Code of 1986, as amended (the "Code"), and a complete liquidation of ESI pursuant to Section 332 of the Code.

Plan

1. **Management after the Merger.** At the Effective Time (as defined below), ESI LLC, as the surviving entity, shall be managed by the members of ESI LLC whose address is 700 Universe Boulevard, Juno Beach, Florida 33408.

1A. **Existence of the Surviving Company.** Upon the filing of the Certificate of Merger with the Delaware Secretary of State (the "Effective Time"), ESI shall be merged with and into ESI LLC, and ESI LLC shall be the surviving entity. The identity, existence, purposes, powers, franchises, rights and immunities of ESI LLC shall continue

unaffected and unimpaired by the Merger. The identity, existence, purposes, powers, franchises, rights and immunities of ESI shall be merged with and into ESI LLC, and the separate existence of ESI, except insofar as otherwise specifically provided by law, shall cease at the Effective Time of the Merger.

2. Conversion of Interests. The manner and basis of converting the interests of each of ESI and ESI LLC shall be as follows:

(a) all interests of ESI (the "ESI Interests") that are outstanding immediately prior to the Effective Time of the Merger shall, by virtue of the Merger, be canceled without payment of any consideration and without any conversion;

(b) the holders of the ESI Interests shall cease to have any rights with respect to the ESI Interests; and

(c) the interests of ESI LLC issued and outstanding before the Effective Time of the Merger shall remain issued and outstanding and shall not be affected by the Merger.

3. Payments to Dissenting Shareholders. ESI LLC agrees to pay promptly to the dissenting shareholders of ESI the amount, if any, to which they are entitled under Section 607.1302 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the parties have caused this Plan to be executed as of the day and year first written above.

ESI LP, Inc.

By: _____
Name: _____
Title: _____

ESI LP, LLC

By: _____
Name: _____
Title: _____

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