

Division of Corporations

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L000000008256

Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 922-4000

From:

Account Name : PATTERSON, BOND & LATSHAW, P.A.
Account Number : I20000000140
Phone : (904) 247-1770
Fax Number : (904) 249-0954

MERGER OR SHARE EXCHANGE

CAP PROPERTIES, LLC

Certificate of Status	0
Certified Copy	0
Page Count	09
Estimated Charge	\$87.50

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. CAP Properties, LLC 24985 Marsh Landing Parkway Ponte Vedra Beach, Florida 32082	Florida	limited liability company
Florida Document/Registration Number: L00000008256		FEI Number: applied for
2. ALEXANDER INDUSTRIES, INC. 1424 N. Clayton Street Wilmington, Delaware 19805	Delaware	corporation
Florida Document/Registration Number:		FEI Number:
3.		
Florida Document/Registration Number:		FEI Number:
4.		
Florida Document/Registration Number:		FEI Number:

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 TALLAHASSEE, FLORIDA

(Attach additional sheet(s) if necessary)

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SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
CAP PROPERTIES, LLC	FLORIDA	limited liability company
24985 Marsh Landing Parkway		
Ponte Vedra Beach, Florida 32082		
Florida Document/Registration Number: L00000008256		FEI Number: applied for

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

Catherine A. Latta

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party applicable jurisdiction.

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ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

Name of Entity _____

Signature(s) _____

Typed or Printed Name of Individual

CAP PROPERTIES, LLC

Catherine A. Prothro

Catherine A. Protto, Manager

Alexander Industries, Inc.

Catherine A. Prothro

Catherine A. Protto, President

(Attach additional sheet(s) if necessary)

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
CAP Properties, LLC	Florida
Alexander Industries, Inc.	Delaware

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SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
CAP Properties, LLC	Florida

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

SEE ATTACHED EXHIBIT "A"

(Attach additional sheet(s) if necessary)

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EXHIBIT "A"

CAP PROPERTIES, LLC, a Florida limited liability company (hereinafter referred to as "LLC"), and ALEXANDER INDUSTRIES, INC., a Delaware corporation (hereinafter referred to as "INC"), hereby merge, with LLC as the surviving entity. LLC shall continue to exist as a domestic limited liability company under the laws of the State of Florida, with all of the rights and obligations of such surviving domestic limited liability as are provided by Florida statute. INC, as the constituent corporation, shall cease to exist and its property shall become the property of LLC.

Following the merger, the Protto Marital Trust under the Cesare A. Protto II Revocable Trust u/a dated March 28, 1998, shall have a one hundred percent (100%) ownership interest in LLC.

Catherine A. Protto, as Trustee of the aforesaid Trust shall serve as Manager of LLC.

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FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

SEE ATTACHED EXHIBIT "B"

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- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,
Florida Document/Registration Number

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EXHIBIT "B"

All of the outstanding common stock of INC shall be converted into one unit of LLC, which unit shall be solely owned by the Protto Marital Trust under the Cesare A. Protto II Revocable Trust u/a dated March 28, 1998. The remaining, authorized, but unissued, shares of INC and the certificates representing such shares shall be surrendered and canceled on the effective date of this merger.

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SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

Catherine A. Protto
Trustee of the Protto Marital Trust
Under the Cesare A. Protto II Revocable
Trust u/a March 28, 1998

24985 Marsh Landing Parkway
Ponte Vedra Beach, FL 32082

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

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EIGHTH: Other provisions, if any, relating to the merger:

N/A

(Attach additional sheet(s) if necessary)

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ARTICLES OF MERGER
Merger Sheet

MERGING:

ALEXANDER INDUSTRIES, INC. a non-qualified Delaware entity.

into

CAP PROPERTIES, LLC, a Florida entity L00000008256

File date: July 19, 2000

Corporate Specialist: Tammi Cline

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