



L000000014623

ACCOUNT NO. : 072100000032

REFERENCE : 938535 4802844

AUTHORIZATION :

COST LIMIT : \$ 60.00

*Patricia P. [Signature]*

ORDER DATE : December 19, 2000

ORDER TIME : 3:46 PM

ORDER NO. : 938535-005

CUSTOMER NO: 4802844

CUSTOMER: Suzanne Knoll, Legal Assistant  
Neal Gerber & Eisenberg  
Two North Lasalle Street  
Suite 2200  
Chicago, IL 60602

200003509552--8

ARTICLES OF MERGER

FIRST CAPITAL FINANCIAL  
CORPORATION

INTO

FIRST CAPITAL FINANCIAL L.L.C.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

*JB*  
*12-22-00*

*02250/00524/02710/*  
*articles of merger must state surv.*

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

00 DEC 20 PM 4:36

RECEIVED

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 DEC 20 PM 12:10

FILED

AND  
FILED



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

December 21, 2000

CSC  
JANNA WILSON

SUBJECT: FIRST CAPITAL FINANCIAL, L.L.C.  
Ref. Number: L00000014623

We have received your document for FIRST CAPITAL FINANCIAL, L.L.C. and the authorization to debit your account in the amount of \$60.00. However, the document has not been filed and is being returned for the following:

The articles of merger must state the surviving entity.

The plan of merger must either provide the name(s) and address(es) of the manager(s) of the limited liability company or state the limited liability company is not managed by one or more managers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Trevor Brumbley  
Document Specialist

Letter Number: 100A00063999

APPROVED  
AND  
FILED  
00 DEC 20 PM 12:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

FIRST CAPITAL FINANCIAL CORPORATION, A Florida entity, 473197

into

**FIRST CAPITAL FINANCIAL, L.L.C.**, a Florida entity L00000014623

File date: December 20, 2000

Corporate Specialist: Trevor Brumbley

Account number: 072100000032

Amount charged: 60.00

**ARTICLES OF MERGER  
OF  
FIRST CAPITAL FINANCIAL CORPORATION  
AND  
FIRST CAPITAL FINANCIAL, L.L.C.**

The undersigned limited liability company organized and existing under and by virtue of the Florida Limited Liability Company Act, as amended (the "FLLCA"),

DOES HEREBY CERTIFY:

FIRST: That the state of incorporation of First Capital Financial Corporation is Florida. 473917

SECOND: That the state of organization of First Capital Financial, L.L.C. is Florida. L000000141023

THIRD: That First Capital Financial Corporation and First Capital Financial, L.L.C. shall be collectively referred to as the "Constituent Corporations."

FOURTH: That an Agreement and Plan of Merger (the "Merger Agreement") between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the applicable provisions of the Florida Business Corporation Act and the FLLCA.

FIFTH: The Merger Agreement is attached hereto as Exhibit A.

SIXTH: The Merger Agreement between the Constituent Corporations provided that the merger herein certified shall be effective as of 11:59 p.m. E.S.T. on December 28, 2000.

SEVENTH: That the name of the surviving entity is First Capital Financial, L.L.C.

EIGHTH: That First Capital Financial, L.L.C. shall not be managed by one or more manages.

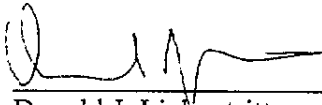
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APPROVED  
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00 DEC 20 PM 12:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned have executed these Articles this 19th day of December, 2000.

FIRST CAPITAL FINANCIAL  
CORPORATION, a Florida corporation

By:   
Donald J. Liebentritt  
Vice-President

FIRST CAPITAL FINANCIAL, L.L.C., a  
Florida limited liability company

By:   
Donald J. Liebentritt  
Vice-President

APPROVED  
AND  
FILED  
00 DEC 20 PM 12:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**EXHIBIT A**  
**AGREEMENT AND PLAN OF MERGER**

AGREEMENT AND PLAN OF MERGER (the "Agreement") dated December 19, 2000 by and between First Capital Financial, L.L.C., a Florida limited liability company ("FCF LLC" or the "Surviving Entity") and First Capital Financial Corporation, a Florida corporation ("FCFC," and together with FCF LLC, the "Constituent Corporations").

**W I T N E S S E T H**

WHEREAS, FCF LLC is a limited liability company organized and existing under the laws of the State of Florida;

WHEREAS, FCFC is a corporation organized and existing under the laws of the State of Florida;

WHEREAS, FCFC has an authorized capital stock of 7,500 shares of common stock, \$1.00 par value, of which 100 shares are now issued and outstanding;

WHEREAS, Eagle Industries, L.L.C., a Delaware limited liability company, owns all of the issued and outstanding shares of FCFC and is the sole member of FCF LLC; and

WHEREAS, FCF LLC and FCFC have determined that it is advisable and in each of their best interests that FCFC be merged with and into FCF LLC pursuant to Section 1108 of the Florida Business Corporations Act, as amended (the "FBCA"), and Section 438 of the Florida Limited Liability Company Act, as amended (the "FLLCA"), and on the terms and conditions hereinafter set forth.

NOW, THEREFORE, for good and valuable consideration, the receipt, adequacy and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. **Preamble.** All of the foregoing preamble is made an integral part hereof as set forth at length herein.

2. **Terms of Merger.** Subject to the terms and conditions hereof, as of the Effective Date (defined below) FCFC shall be merged with and into FCF LLC in accordance with the applicable provisions of the FBCA and FLLCA. The merger of the Constituent Corporations is hereinafter referred to as the "Merger."

3. **Effective Date.** As soon as practicable, the parties hereto shall cause Articles of Merger and any other necessary or desirable documents to be filed with the appropriate authority in the State of Florida. The Merger shall be effective as of 11:59 p.m. E.S.T. on December 28, 2000 (the "Effective Date").

4. **Effects of the Merger.** The Merger shall have the effects set forth in the applicable provisions of the FBCA and FLLCA.

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SECTION OF STATE  
TALLAHASSEE, FLORIDA

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AND  
FILED

5. **Cancellation or Exchange of Shares.** By virtue of the Merger and without any action on the part of the parties hereto, the status of the shares of FCFC and the membership interests of FCF LLC shall be as follows:

A. **FCFC.** Each share of common stock of FCFC issued and outstanding immediately prior to the Merger shall be cancelled and no cash, securities or other property shall be issued in exchange therefor. All certificates representing such shares of common stock shall be surrendered to the Surviving Entity for cancellation.

B. **FCF LLC.** Each membership interest of FCF LLC issued and outstanding immediately prior to the merger shall remain issued and outstanding without change.

6. **Surviving Entity**

A. As of the Effective Date, the Articles of Organization of FCF LLC shall be the Articles of Organization of the Surviving Entity.

B. As of the Effective Date, the directors and officers of FCF LLC shall become the directors and officers of the Surviving Entity until their successors are duly elected and qualified in accordance with the Articles of Organization of the Surviving Entity and Florida law.

7. **Termination.** This Agreement may be terminated and the Merger abandoned at any time prior to the Effective Date by the consent of the Board of Directors of each of the Constituent Corporations.

IN WITNESS WHEREOF, this Agreement has been duly executed on behalf of each of the parties hereto on the date first above written.

FIRST CAPITAL FINANCIAL  
CORPORATION, a Florida corporation

By: \_\_\_\_\_

Donald J. Liebentritt  
Vice President

FIRST CAPITAL FINANCIAL, LLC  
Florida limited liability company

By: \_\_\_\_\_

Donald J. Liebentritt  
Vice President

00 DEC 20 PM 12:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED