

L020000021390

Florida Department of State
Division of Corporations
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Phone : (813) 223-3888
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PLEASE USE April 5, 2005
as eff. date.
Thanks!

MERGER OR SHARE EXCHANGE

SHADY HILLS, LLC

Certificate of Status	1
Certified Copy	1
Page Count	02
Estimated Charge	\$122.50

05 APR -5 PM 10:09
STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Statutes Section 608.4382.

First: The name and jurisdiction of the surviving company:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/applicable)
SHADY HILLS, LLC	Florida	L02000021390

The names and addresses of the Managers of the surviving company are: David K. Maltby, 2304 San Jose Circle, Tampa, FL 33629, and Frank P. Ripa, 10149 Fisher Avenue, Tampa, FL 33619.

Second: The name and jurisdiction of the merging company:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/applicable)
EAP, L.L.C.	Florida	L04000067595

The name and address of the Manager of the merging company is: SHADY HILLS, LLC, a Florida limited liability company, 2304 San Jose Circle, Tampa, FL 33629.

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

Fifth: Adoption of Merger by surviving company:

The Plan of Merger was adopted by the members of the surviving company on March 31, 2005.

Sixth: Adoption of Merger by merging company:

The Plan of Merger was adopted by the members of the merging company on March 31, 2005.

Alan S. Gassman, Esquire
1245 Court Street, Suite 102
Clearwater, FL 33756
(727) 442-1200
Florida Bar #: 371750

SECTION 608.4382
FILING OF ARTICLES OF MERGER
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Seventh: SIGNATURES FOR EACH COMPANY:

SURVIVING COMPANY:

SHADY HILLS, LLC, a Florida Limited
Liability Company

By: 
DAVID K. MALTBY

Its: Manager

By: 
FRANK P. RIPA

Its: Manager

MERGING COMPANY:

EAP, L.L.C.

SHADY HILLS, LLC, a Florida Limited
Liability Company, Its Sole Member

By: 
DAVID K. MALTBY

Its: Manager

By: 
FRANK P. RIPA

Its: Manager

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PLAN OF MERGER

The following plan of merger is submitted in compliance with Florida Statutes Section 608.4381, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the surviving company:

<u>Name</u>	<u>Jurisdiction</u>
SHADY HILLS, LLC	Florida

The names and addresses of the Managers of the surviving company are: David K. Maltby, 2304 San Jose Circle, Tampa, FL 33629, and Frank P. Ripa, 10149 Fisher Avenue, Tampa, FL 33619.

The name and jurisdiction of each merging company:

<u>Name</u>	<u>Jurisdiction</u>
EAP, L.L.C.	Florida

The name and address of the Manager of the merging company is: SHADY HILLS, LLC, a Florida limited liability company, 2304 San Jose Circle, Tampa, FL 33629.

The terms and conditions of the merger are as follows:

The Constituent Companies hereby agree that the Merging Company shall be merged with and into the Surviving Company, and the Merging Company and the Surviving Company shall be a single Company. The surviving Company shall be the Company continuing after the merger, and the separate existence of the Merging Company shall cease on the effective date of this Agreement.

The manner and basis of converting the membership interests of the merging or surviving company into membership interests of the parent or any other company or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire interests of each company into rights to acquire membership interests of the surviving or any other company or, in whole or in part, into cash or other property are as follows:

Since all membership interests of the Merging Company are currently owned by the Surviving Company, no additional membership interests need be issued by the

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Surviving Company to reflect the ownership interest of the Members after the effective date. The membership interests representing the membership interests of the Merging Company shall be surrendered and canceled on the effective date. The membership interests of the Surviving Company shall be unaffected by the merger and shall continue to constitute all of the outstanding membership interests in the Surviving Company.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger, effective the 31st day of March, 2005.

SURVIVING COMPANY:

SHADY HILLS, LLC, a Florida Limited Liability Company

By: 

DAVID K. MALTBY

Its: Manager

By: 

FRANK P. RIPA

Its: Manager

MERGING COMPANY:

EAP, L.L.C.

SHADY HILLS, LLC, a Florida Limited Liability Company, Its Sole Member

By: 

DAVID K. MALTBY

Its: Manager

By: 

FRANK P. RIPA

Its: Manager

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PLAN OF MERGER

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