

Division of Corporations

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L0200000023442

Florida Department of State
Division of Corporations
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Nov 19, 2002 08:00 AM
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From:

Account Name : GREEN SCHOENFELD & KYLE LLP
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AL

MERGER OR SHARE EXCHANGE

PDZ STONE, LLC

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$105.00

95.00

ARTICLES OF MERGER
Merger Sheet

MERGING:

PDZ STONE, INC. A FLORIDA ENTITY

INTO

PDZ STONE, LLC, a Florida entity, L02000023442

File date: November 19, 2002

Corporate Specialist: Agnes Lunt



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

November 18, 2002

PDZ STONE, LLC
16160 FOREST OAKS
FORT MYERS, FL 33908

SUBJECT: PDZ STONE, LLC
REF: L02000023442

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The plan of merger must provide the name(s) and address(es) of the managers or managing members of the surviving limited liability company.

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) 245-6094.

Agnes Lunt
Document Specialist

FAX Aud. #: H02000227252
Letter Number: 302A00062338

**ARTICLES OF MERGER
OF
PDZ STONE, INC., A FLORIDA CORPORATION
INTO
PDZ STONE, LLC, A FLORIDA LIMITED LIABILITY COMPANY**

801-118269
602-23442

ARTICLES OF MERGER between PDZ Stone, LLC, a Florida Limited Liability Company (the "Company") and PDZ Stone, Inc., A Florida Corporation, (the "Corporation").

The Company and Corporation adopt the following Articles of Merger pursuant to the Florida Business Corporation Act (the "Corporation Act") and the Florida Limited Liability Company Act (the "LLC Act").

1. The Agreement and Plan of Merger dated October 30, 2002 ("Plan of Merger"), between the Company and the Corporation was approved and adopted by the members of the Company on October 30, 2002, and was adopted by the shareholders of the Corporation on October 30, 2002.

2. The designation, number of outstanding members units, and number of votes entitled to be cast by each voting group entitled to vote separately on the Plan of Merger by each voting group entitled to vote separately on the Plan of Merger as to each corporation is as follows:

Designation of Group	Shares/Membership Units Outstanding	Number of Votes
Company Members Membership Units	50	50
Corporation Shareholders Common Stock	50	50

3. The total number of votes cast for and against the Plan of Merger by each voting group entitled to vote separately on the Plan of Merger is as follows:

Voting Group	Voting For	Voting Against
Company Members Membership Units	50	0
Corporation Shareholders Common Stock	50	0

FILED
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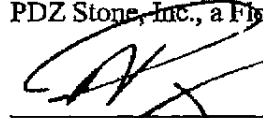
4. Under the Plan of Merger, all issued and outstanding shares of the Corporation's stock will be exchanged for units of the Company's Membership Interests; and the Corporation will be merged into the Company with the Company as the surviving entity (the "Merger").

5. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth herein.

5. The date and time of the effectiveness of the Merger shall be on the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have executed these Articles of Merger on October 30, 2002.

PDZ Stone, Inc., a Florida Corporation



Nestor Pedraza, President

PDZ Stone, LLC, a Florida Limited Liability Company



Nestor Pedraza, Manager

11/18/02 16:20 FAX 9419367897

Green Schoenfeld & Kyle

007

MANAGER OF PDZ STONE, LLC

Nestor Pedraza, Manager
16160 Forest Oaks
Fort Myers, Florida 33908

AGREEMENT AND PLAN OF MERGER
OF
PDZ STONE, INC., A FLORIDA CORPORATION
INTO
PDZ STONE, LLC, A FLORIDA LIMITED LIABILITY COMPANY

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement"), dated October 30, 2002, is made by and among PDZ Stone, Inc., a Florida corporation (the "Corporation"), and PDZ Stone, LLC, a Florida limited liability company (the "Company") (collectively the "Constituent Entities").

WITNESSETH:

WHEREAS, the Corporation desires to merge with and into the Company, with the Company being the surviving entity (the "Merger"), on the terms, and subject to the conditions, set forth in this Plan of Merger (the "Plan"); and

WHEREAS, the Board of Directors and Shareholders of the Corporation and the Management Committee and Members of the Company have determined that it is advisable that the Corporation be merged into the Company, on the terms and conditions set forth, in accordance with the Florida Business Corporation Act (the "Corporation Act") and the Florida Limited Liability Company Act (the "LLC Act").

NOW, THEREFORE, in consideration of the promises and of the mutual agreements, covenants, and provisions contained herein, the parties agree as follows:

ARTICLE I

THE MERGER

1. The term "Effective Date" shall mean the date on which the Articles of Merger are filed with the Secretary of State of Florida.

2. On the Effective Date, the Corporation shall be merged with and into the Company. The separate existence of the Corporation shall cease at the Effective Date and the existence of the Company shall continue unaffected and unimpaired by the Merger with all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, and subject to all the duties and liabilities of limited liability companies organized under the laws of the state of Florida.

3. The Plan of Merger has been approved by the Board of Directors and Shareholders of the Corporation and the Management Committee and Members of the Company in accordance with the Corporation Act and the LLC Act. See Attached Manager list.

ARTICLE II

EFFECTS OF THE MERGER

At the Effective Date, the Company shall possess all the rights, privileges, immunities, and franchises, of both a public and private nature, of the Corporation, and shall be responsible and liable for all liabilities and obligations of the Corporation, all as more particularly set forth in the Corporation Act, and the LLC Act.

ARTICLE III

TERMS OF THE TRANSACTION; CONVERSION OF AND PAYMENT FOR SHARES

The manner and basis of converting shares of the Corporation's Common Stock into units of the Company's Membership Units shall be as follows:

1. Each share of the Corporation's common stock (the "Company Common Stock") issued and outstanding on the Effective Date and all rights in respect thereof shall, by virtue of the Merger and without any action on the part of the holders, be converted into one unit of the Company's Membership Interests (the "the Company Membership Interest"); provided that no fractional Company Membership Interest shall be issued or exchanged for shares of the Corporation Common Stock.

2. As soon as practicable after the Effective Date, a letter of transmittal providing instructions for surrendering certificates for cancellation and to be used for transmitting certificates for cancellation shall be delivered to all of the shareholders of the Corporation.

ARTICLE IV

DISSENTERS' RIGHTS

Shareholders of the Corporation who would be entitled to vote on the Merger and who wish to dissent are entitled, if the shareholder complies with the provisions of the Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of such shareholder's shares.

ARTICLE V

ASSIGNMENT

If at any time the Company shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, or confirm or record in the Company the title to any property or rights of the Corporation, or to otherwise carry out the provisions of this Plan, the proper officers and directors of the Corporation as of the Effective Date shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all

things necessary or proper to vest, perfect, confirm, or record the title to such property or rights in the Company.

ARTICLE VI

EXPENSES

The Company shall pay all expenses of accomplishing the Merger.

ARTICLE VII

AMENDMENT

At any time before the filing with the Florida Secretary of State of the Articles of Merger to be filed in connection with this Plan, the Management Committee of the Company may amend this Plan. If the Articles of Merger already have been filed with the Secretary of State, amended Articles of Merger shall be filed with the Secretary of State, but only if such amended Articles of Merger can be filed before the Effective Date.

ARTICLE VIII

TERMINATION

If for any reason consummation of the Merger is inadvisable in the opinion of the Management Committee of the Company, this Plan may be terminated at any time before the Effective Date by resolution of the Management Committee of the Company. On termination as provided in this Plan, this Plan shall be void and of no further effect, and there shall be no liability by reason of this Plan or the termination of this Plan on the part of the Company or the Corporation, or their managers, officers, employees, agents, shareholders, or members.

IN WITNESS WHEREOF, the parties have set their hands on October 30, 2002.

THE CORPORATION:

PDZ Stone, Inc., a Florida corporation

By: 

Nestor Pedraza, President

THE COMPANY:

PDZ Stone, LLC, a Florida limited liability company

By: 

Nestor Pedraza, Manager