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**MERGER OR SHARE EXCHANGE**

**B-HOLDING INVESTMENT, LLC**

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

B-HOLDING INVESTMENT INC., A FLORIDA CORPORATION  
(P97000027237)

,

INTO

**B-HOLDING INVESTMENT, LLC**, a Florida entity, L02000033049

File date: December 11, 2002

Corporate Specialist: Diane Cushing

Prepared by and Return to:

Robert S. Bernstein, Esq.  
Foley & Lardner  
200 Laura Street  
Jacksonville, FL 32202

**ARTICLES OF MERGER OF**  
**B-HOLDING INVESTMENT INC.,**  
a Florida corporation

**INTO**

**B-HOLDING INVESTMENT, LLC,**  
a Florida limited liability company

To the Secretary of State  
State of Florida

Pursuant to the provisions of Sections 607.1108 and 607.1109 of the Florida Business Corporation Act (the "FBCA") and Sections 608.438 and 608.4382 of the Florida Limited Liability Company Act (the "FLLCA"), the undersigned business entities hereby certify as follows:

1. The names of the entities which are parties to the merger are B-Holding Investment Inc., a Florida corporation (the "Company"), and B-Holding Investment, LLC, a Florida limited liability company (the "LLC"). The LLC is the surviving business entity in the merger and the Company is the merging entity, whose separate business existence shall cease.

2. A copy of the Plan and Agreement of Merger (the "Plan") is attached hereto and made a part hereof.

3. The Plan was approved by the Board of Directors and shareholders of the Company by joint unanimous written consent, pursuant to the provisions of the Company's Articles of Incorporation and Bylaws and the applicable provisions of Chapter 607 of the FBCA. The only voting group of the Company entitled to vote on the adoption of the Plan is the shareholders of the Company's common stock. The number of votes cast by such voting group was sufficient for approval by that group. The Plan was approved by joint written consent of a majority of the managers who are members of the LLC and the sole member of the LLC, pursuant to the provisions of the operating agreement of the LLC and the applicable provisions of Chapter 608 of the FLLCA.

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

5. The merger shall be effective at the close of business on the date of filing of these Articles of Merger with the Secretary of State of the State of Florida.

6. The parties may execute these Articles of Merger in counterparts. Each executed counterpart will be considered an original document, and all executed counterparts, together, will constitute the same agreement. Facsimile transmission of these Articles of Merger and retransmission of any signed facsimile transmission shall be the same as delivery of an original. At the request of any party, the parties shall confirm facsimile transmitted signatures by signing an original document.

IN WITNESS WHEREOF, the Company and the LLC have each caused these Articles of Merger to be executed by its authorized representative, as of the 11th day of December, 2002.

#### The Company

B-HOLDING INVESTMENT INC.,  
a Florida corporation

Witnesses:

Denise Burns  
[Print or Type Name]  
David C Cook  
[Print or Type Name]

By:

Name:

Title:

Thomas F. Beckley  
Thomas F. Beckley  
Executive Vice President

#### The LLC

B-HOLDING INVESTMENT, LLC,  
a Florida limited liability company

Witnesses:

Denise Burns  
[Print or Type Name]  
David C Cook  
[Print or Type Name]

By:

B-HOLDING INVESTMENT II, INC., a  
Florida corporation, its sole member

Name:

Title:

Thomas F. Beckley  
Thomas F. Beckley  
Vice President

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STATE OF FLORIDA )  
 ) ss  
COUNTY OF DUVAL )

The foregoing instrument was acknowledged before me this 10th day of Dec, 2002, by Thomas F Beckles, II of B-Holding Investment II, Inc., a Florida corporation, the sole member of B-Holding Investment, LLC, a Florida limited liability company, on behalf of the corporation acting on behalf of the limited liability company, who is personally known to me or has produced \_\_\_\_\_ as identification.

Danice Burns  
NOTARY PUBLIC, State of Florida  
Print Name: \_\_\_\_\_  
My Commission Expires: July 5, 2005  
My Commission # DD 008813

STATE OF FLORIDA )  
 ) ss  
COUNTY OF DUVAL )

The foregoing instrument was acknowledged before me this 10th day of Dec, 2002, by Thomas F Beckles, II of B-Holding Investment II, Inc., a Florida corporation, on behalf of the corporation, who is personally known to me or has produced \_\_\_\_\_ as identification.

Danice Burns  
NOTARY PUBLIC, State of Florida  
Print Name: \_\_\_\_\_  
My Commission Expires: July 5, 2005  
My Commission # DD 008813

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AHASSEE, FLORIDA

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**PLAN AND AGREEMENT OF MERGER**

This agreement (the "Agreement"), dated as of December 11, 2002, between B-Holding Investment, LLC, a Florida limited liability company (the "Surviving LLC") and B-Holding Investment Inc., a Florida corporation (the "Merging Company").

**WITNESSETH:**

**WHEREAS**, the Merging Company and the Surviving LLC deem it advisable, upon the terms and subject to the conditions set forth herein, that the Merging Company be merged with and into the Surviving LLC, and that the Surviving LLC be the surviving business entity; and

**WHEREAS**, the B-Holding Investment II, Inc., a Florida corporation, owns all of the currently issued and outstanding shares of common stock of the Merging Company (the "Shares") and all of the currently issued and outstanding membership units in the Surviving LLC (the "Units");

**NOW, THEREFORE**, it is agreed as follows:

**Section 1**  
**Terms**

1.1 On the effective date of the merger (as hereinafter defined), the Merging Company shall be merged with and into the Surviving LLC, with the Surviving LLC as the surviving business entity.

1.2 Upon the effective date of the merger, all of the Shares of the Merging Company shall, by virtue of the merger and without any action on the part of the holders thereof, be cancelled and retired.

1.3 Each holder of Shares of the Merging Company immediately prior to the effective date of the merger, upon surrender of the certificate or certificates or other satisfactory documents representing such interest to the Surviving LLC after the effective date of the merger, shall be entitled to receive 200 Preferred Units in the Surviving LLC which shall represent all of the issued and outstanding Preferred Units.

1.4 Each holder of certificates representing Units of the Surviving LLC outstanding immediately prior to the effective date of the merger will hold the same number of Units, with identical designations, preferences, limitations, and relative rights, immediately after the merger.

**Section 2**  
**Effective Date**

2.1 The merger shall become effective on the time and date specified in the Articles of Merger filed with the Secretary of State of the State of Florida, herein sometimes referred to as the "effective date of the merger."

### **Section 3**

#### **Organizational Documents**

3.1 The Articles of Organization of the Surviving LLC as in effect at the effective date of the merger shall continue to be the Articles of Organization of the Surviving LLC until further amended and changed pursuant to the provisions of the Florida Limited Liability Company Act (the "FLLCA"). The present operating agreement of the Surviving LLC shall be the operating agreement of the Surviving LLC and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the FLLCA.

### **Section 4**

#### **Effect of Merger**

4.1 At the effective time of the merger, the effect of the merger shall be as provided in the applicable provisions of the FLLCA and the Florida Business Corporation Act (the "FBCA"). Without limiting the generality of such provisions, at the effective time of the merger, all the property, interests, assets, rights, privileges, immunities, powers and franchises of the Merging Company shall vest in the Surviving LLC, and all debts, liabilities, duties and obligations of the Merging Company shall become the debts, liabilities, duties and obligations of the Surviving LLC.

### **Section 5**

#### **Amendment and Termination**

5.1 At any time prior to the filing of the Articles of Merger with the Secretary of State of the State of Florida, this Agreement may be amended by the Surviving LLC and the Merging Company to the extent permitted by Florida law.

5.2 At any time prior to the filing of the Articles of Merger with the Secretary of State of the State of Florida, this Agreement may be terminated and abandoned by the Surviving LLC and the Merging Company.

### **Section 6**

#### **Management of Surviving LLC**

6.1 The management of the Surviving LLC is vested in its manager. The name and business address of the manager are:

**Name**

B-Holding Investment II, Inc.

**Business Address**

2402 Leafdale Circle South  
Jacksonville, Florida 32218

### **Section 7**

#### **Covenants and Agreements**

7.1 The parties hereto shall each use reasonable best efforts to take all such action as may be necessary or appropriate to effectuate the merger under the FBCA and the FLLCA. If, at any time after the effective time of the merger, any further action is necessary or desirable to carry out the

purposes of this Agreement and to vest the Surviving LLC with full right, title and possession to all properties, interests, assets, rights, privileges, immunities, powers and franchises of the Merging Company, the appropriate officers of the Surviving LLC are fully authorized, in the name of the Merging Company or otherwise, to take all such lawful and necessary action.

### Section 8

#### Action on Plan and Agreement of Merger

This Agreement and the terms hereof have been approved by the Board of Directors and the shareholder of the Merging Company and the manager and member of the Surviving LLC, all pursuant to Chapters 607 and 608 of the Florida Statutes. All advance notice provisions relative to the merger contemplated hereby, including but not limited to those contained in Fla. Stat. §607.1103, are waived.

### Section 9

#### Execution and Effectiveness

9.1 The parties may execute this Agreement in counterparts. Each executed counterpart will be considered an original document, and all executed counterparts, together, will constitute the same agreement. Facsimile transmission of this Agreement and retransmission of any signed facsimile transmission shall be the same as delivery of an original. At the request of any party, the parties shall confirm facsimile transmitted signatures by signing an original document.

IN WITNESS WHEREOF, the Surviving LLC and the Merging Company have each caused this Agreement to be executed by its authorized representative, all as of the date first above written.

#### **The Surviving LLC:**

B-HOLDING INVESTMENT, LLC,  
a Florida limited liability company

By: B-HOLDING INVESTMENT II, INC.,  
a Florida corporation, its sole member

By: Thomas F. Beeckler  
Name: Thomas F. Beeckler  
Title: Vice-President

#### **The Merging Company:**

B-HOLDING INVESTMENT INC.,  
a Florida corporation

By: Thomas F. Beeckler  
Name: Thomas F. Beeckler  
Title: Vice-President