

# L03000008417

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## MERGER OR SHARE EXCHANGE

S.D.F. SPECIALISTS, LLC

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

S.D.F. SPECIALISTS, INC., A FLORIDA CORPORATION (L71963)

into

S.D.F. SPECIALISTS, LLC, a Florida entity L03000008417

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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File date: March 7, 2003

Corporate Specialist: Diane Cushing

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**ARTICLES OF MERGER OF S.D.F. SPECIALISTS, INC.  
WITH AND INTO  
S.D.F. SPECIALISTS, LLC**

L03000008417

Pursuant to the provisions of Section 607.1108 of the Florida Statutes, the undersigned entities hereby adopt the following Articles of Merger:

**ARTICLE I - PLAN OF MERGER**

The Plan of Merger of S.D.F. Specialists, Inc., a Florida corporation ("SDF"), with and into S.D.F. Specialists, LLC, a Florida limited liability company (the "LLC"), with the LLC being the surviving entity, is set forth below:

1. SDF shall merge with and into the LLC, with the LLC as the surviving entity.

2. Upon the consummation of the merger of SDF with and into the LLC, the separate existence of SDF shall cease. The LLC, as the surviving limited liability company, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of the LLC shall not be affected by the merger. Upon the merger, the LLC, without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of SDF, prior to the merger as provided in Section 607.11101 of the Florida Statutes. Further, as provided in Section 607.11101 of the Florida Statutes, all rights of creditors and any person or persons dealing with SDF, shall be preserved and remain unimpaired by the merger, all liens upon the properties of SDF, shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of SDF, shall henceforth attach to the LLC and may be enforced against the LLC to the same extent as if such obligations and duties had been incurred by the LLC. Additionally, any existing claim or action or proceeding pending by or against SDF or the LLC may be continued as if the merger did not occur or the LLC may be substituted in such proceedings for SDF.

3. The manner and basis of converting the shares of SDF into ownership of the LLC are as follows:

a. At the effective date of the merger, all ownership and economic interests of the LLC issued and outstanding immediately prior to the merger shall remain issued and outstanding and shall be unchanged as a result of the merger in light of the fact that all outstanding interests of both SDF and the LLC are currently owned entirely by Sharon R. Avidon.

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b. At the effective date of the merger, each share of \$1.00 par value common stock of SDF, issued and outstanding shall be converted into a one-fifth percent (1/5%) membership interest of the LLC. The total consideration that the shareholders of SDF shall receive for the five hundred (500) shares of outstanding \$1.00 par value common stock of SDF shall be one hundred percent (100%) of all membership interest of the LLC.

4. The Managing Member of the LLC shall be Sharon R. Avidon, whose business address is 250 S. County Road 527, Ste. 112, Longwood, Florida 32750.

5. The Articles of Organization of the LLC in effect at the time of the merger shall remain unchanged as a result of the merger and shall continue as the Articles of Organization of the LLC.

ARTICLE II - ADOPTION OF PLAN OF MERGER

The Plan of Merger was approved by SDF in accordance with Section 607.1108(5), Florida Statutes, and by the LLC in accordance with Section 608.4381, Florida Statutes. The Members of the LLC have waived their rights to receive prior written notice of the Plan of Merger by written consents dated as of the 7 day of March, 2003.

ARTICLE III - EFFECTIVE DATE

The effective date of the merger shall be the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.

DATED this 7 day of March, 2003.

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S.D.F. SPECIALISTS, INC

By: Sharon R. Avidon  
Sharon R. Avidon, President

S.D.F. SPECIALISTS, LLC

By: Sharon R. Avidon  
Sharon R. Avidon, Managing Member

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