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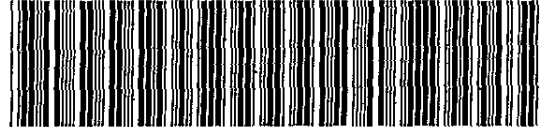
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5/14 merger

W3-11711

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04/30/03--01081--003 \*\*25.00

05/09/03--01062--002 \*\*35.00

FILED  
03 MAY 14 AM 8:38  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

LAW OFFICE OF  
**MICHAEL E. DRIS, P.A.**  
ATTORNEY & COUNSELOR AT LAW

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29 North Pinellas Avenue  
Tarpon Springs, FL 34689

Telephone (727) 943-2823  
Facsimile (727) 943-2824

April 29, 2003

Florida Department of State  
409 East Gaines Street  
Tallahassee, FL 32399

**RE: ARTICLES OF MERGER OF HERRIG ENTERPRISES, INC. AND  
HERRIG ENTERPRISES, LLC**

To Whom it May Concern:

Enclosed please find the original and one (1) copy of the above referenced Articles of Merger and a check in the amount of \$25.00 made payable to the Secretary of State. This check is for the filing fee (\$25.00) of the Articles of Merger.

Upon filing, please forward the filing confirmation to the reply address above.

Thank you for your prompt attention to this matter. If you should have any questions, please do not hesitate to contact me.

Sincerely,



MICHAEL E. DRIS, P.A.

/st  
Enclosures

.cc Herrig Enterprises, LLC



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

May 1, 2003

MICHAEL E. DRIS, P.A.  
29 NORTH PINELLAS AVENUE  
TARPON SPRINGS, FL 34689

SUBJECT: HERRIG ENTERPRISES, LLC  
Ref. Number: L03000011711

We have received your document for HERRIG ENTERPRISES, LLC and your check(s) totaling \$25.00. However, the document has not been filed and is being retained in this office for the following:

The fee to file this merger is \$60.00, which includes \$25.00 for the Limited Liability Company and \$35.00 for the Corporation.

There is a balance due of \$35.00.

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) 245-6967.

Michelle Hodges  
Document Specialist

Letter Number: 203A00026652

**ARTICLES OF MERGER OF HERRIG ENTERPRISES, INC. AND  
HERRIG ENTERPRISES, LLC**

The following Articles of Merger are being submitted in accordance with Section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
HERRIG ENTERPRISES, INC. 7150 Rustic Acres Sarasota, FL 34241	Florida	Corporation

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Florida Document/Registration Number: P96000053106 FEI Number: 65-0708908

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
HERRIG ENTERPRISES, LLC 7150 Rustic Acres Sarasota, FL 34241	Florida	Limited Liability Company

Florida Document/Registration Number: L03000011711 FEI Number: 03-0515426

**THIRD:** The attached PLAN OF MERGER OF HERRIG ENTERPRISES, INC. AND HERRIG ENTERPRISES, LLC (the "Plan") meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under Section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to Section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.



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

**NINTH:** The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State

**TENTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

**ELEVENTH:** The shareholders of HERRIG ENTERPRISES, INC. adopted and approved the Plan on April 2, 2003. The members, managers who are members, and the directors of HERRIG ENTERPRISES, LLC adopted and approved the Plan on April 2, 2003.

**TWELVE: SIGNATURES FOR EACH PARTY:**

<u>Name of Entity</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual</u>
HERRIG ENTERPRISES, INC.		Steven F. Herrig, President
HERRIG ENTERPRISES, LLC		Steven F. Herrig, Authorized Representative of a Member

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

**PLAN OF MERGER  
OF HERRIG ENTERPRISES, INC.  
AND  
HERRIG ENTERPRISES, LLC**

This is the **PLAN OF MERGER OF HERRIG ENTERPRISES, INC. AND HERRIG ENTERPRISES, LLC** (this "Plan"), dated April 2, 2003. **HERRIG ENTERPRISES, INC.**, a Florida corporation, is referred to in this Plan as the "**Corporation**". **HERRIG ENTERPRISES, LLC**, a Florida limited liability company, is referred to in this Plan as the "**Company**".

**BACKGROUND INFORMATION**

The Corporation has elected to be taxed as an S corporation, as defined in Section 1361 of the Internal Revenue Code, for federal tax purposes. The Company was formed with an effective date of April 1, 2003. The Company has or will elect to be treated as a corporation for federal tax purposes. The Company was formed in order to facilitate this Plan. The Corporation will merge into the Company pursuant to the merger provisions of Chapters 607 and 608 of the Florida Statutes. The merger is described below.

**SECTION 1  
NAME AND JURISDICTION OF MERGING PARTY**

1.1 *Merging Party.* The exact name and jurisdiction of the merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
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<b>HERRIG ENTERPRISES, INC.</b>	<b>Florida</b>
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**SECTION 2  
NAME AND JURISDICTION OF SURVIVING PARTY**

2.1 *Surviving Party.* The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
<b>HERRIG ENTERPRISES, LLC</b>	<b>Florida</b>

### **SECTION 3**

#### **TAX-FREE REORGANIZATION**

3.1 *"F" Reorganization.* The merger is a mere change of identity and form. The merger is intended to be a tax-free reorganization pursuant to Section 368(a)(1)(F) of the Internal Revenue Code. This Plan is also intended to serve as a plan of reorganization for federal tax purposes.

3.2 *Continuity of Business Enterprise.* The Company will continue the Corporation's historic business and will use at least substantially all of the Corporation's historic assets.

3.3 *Continuity of Ownership.* The members of the Company will be identical to the shareholders of the Corporation. Each member of the Company will own the same percentage of the total outstanding membership interests in the Company that he or she owned of the total outstanding stock of the Corporation.

3.4 *Purposes.* The business purposes of the reorganization include, without limitation: (a) the enhanced ability to raise and retain capital and loans; (b) the reduction of costs; and (c) the enhanced flexibility provided by doing business as a Florida limited liability company.

3.5 *S-Corporation Treatment.* The Company will be taxed as an S corporation (as defined in Section 1361 of the Internal Revenue Code) for federal tax purposes.

### **SECTION 4**

#### **TERMS AND CONDITIONS**

4.1 *Terms and Conditions.* The terms and conditions of the merger are as follows: On the effective date of the merger, the separate existence of the Corporation will cease, and the Company will succeed to all the rights, privileges, immunities, and franchises, and all of the property, real personal and mixed of the Corporation, without the necessity for any separate transfer. The Company will thereafter be responsible and liable for all liabilities and obligations of the Corporation, and neither the rights of creditors nor any liens on the property of the Corporation will be impaired by the merger.

**SECTION 5**  
**MANNER AND BASIS OF CONVERTING INTERESTS, SHARES, OBLIGATIONS OR**  
**OTHER SECURITIES**

*5.1 Manner and Basis.* The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows: The Corporation has only one class of stock, which consists of 500 authorized shares (the "**Total Old Stock**"), 250 of which are issued and outstanding (the "**Total Outstanding Old Stock**"). The Company has one class of membership interests, consisting of 250 membership units (the "**Total New Units**"). Each share of Total Outstanding Old Stock which is outstanding on the effective date will be converted into one membership unit of the Total New Units, which membership units of the Company will thereupon be issued and outstanding. Immediately after the effective date of the merger, each holder of certificates for shares of common stock in the Corporation will surrender them to the Company, in such manner as the Company will legally require. On receipt of those shares, the Company will issue and exchange therefore certificates for membership units in the Company, representing the number of membership units of the Company to which such holder is entitled to as provided above. The Company will not issue and no person will receive any membership units or other consideration for any shares of the Total Old Stock, which are not part of the Total Outstanding Old Stock.

**SECTION 6**  
**NO RIGHTS EXIST TO ACQUIRE INTERESTS, SHARES, OBLIGATIONS OR**  
**OTHER SECURITIES**

*6.1 Rights to Acquire.* No rights exist to acquire interests, shares, obligations or other securities of the Corporation.

**SECTION 7**  
**THE SURVIVING ENTITY IS NOT A PARTNERSHIP**

*7.1 Surviving Entity.* No surviving entity is a partnership.

**SECTION 8**  
**NAMES AND ADDRESSES OF THE MANAGERS OF THE COMPANY**

*8.1 Names and Addresses.* The Company is to be managed by managers. The names and business addresses of the managers are as follows:

Names

Steven F. Herrig

Business Addresses

7150 Rustic Acres  
Sarasota, FL 34241



**SECTION 9**  
**NO NON-FLORIDA BUSINESS ENTITIES**

9.1 *Entities.* No party to the merger is a non-Florida business entity.