

L030000014839

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*Effective Date -
4-30-03*

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

EVOS HOLDINGS, LLC

Certificate of Status	1
Certified Copy	1
Page Count	07
Estimated Charge	\$105.00

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ARTICLES OF MERGER
Merger Sheet

MERGING:

EVOS HOLDINGS, INC., A FLORIDA ENTITY, P97000086931

INTO

EVOS HOLDINGS, LLC, a Florida entity, L03000014839

File date: April 30, 2003, effective April 30, 2003

Corporate Specialist: Trevor Brumbley
Amount charged: 105.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES
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ARTICLES OF MERGER

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>
1. EVOS Holdings, Inc. 609 S. Howard Avenue Tampa, FL 33606	Florida	Profit Corporation
Florida Document/Registration Number: P97000086931		FEI Number: 69-3508967
2. EVOS Holdings, LLC 609 S. Howard Avenue Tampa, FL 33606	Florida	Limited Liability Compar
Florida Document/Registration Number: L03000014839		FEI Number: 42-1588065
3.		
Florida Document/Registration Number:		FEI Number:
4.		
Florida Document/Registration Number:		FEI Number:

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(Attach additional sheet(s) if necessary)

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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>
EVOS Holdings, LLC 609 S. Howard Avenue Tampa, FL 33606	Florida	Limited Liability Company

Florida Document/Registration Number: L03000014839

FEI Number: 42-1688065

THIRD: The attached Plan of Merger 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 of Merger 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.

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PLAN OF MERGER

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.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
EVOS Holdings, Inc.	FLORIDA
EVOS Holdings, LLC	FLORIDA

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
EVOS Holdings, LLC	FLORIDA

THIRD: The terms and conditions of the merger are as follows:

EVOS Holdings, Inc. (the "Absorbed Entity") shall merge with and into EVOS Holdings, LLC (the "Surviving Entity").

At the Effective Time of the Merger, the separate existence of the Absorbed Entity shall cease, and the Surviving Entity shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Absorbed Entity, without the necessity for any separate transfer. The Surviving Entity shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Entity, and neither the rights of creditors nor any liens on the property of the Absorbed Entity shall be impaired by the Merger.

(Attach additional sheet(s) if necessary)

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FOURTH:

A. 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:

At the Effective Time of the Merger, the following shall occur:

- (1) The shareholders of the Absorbed Entity shall surrender their certificates for One Hundred percent (100%) of the shares of the Common Capital Stock of the Absorbed Entity to the Surviving Entity, or its duly appointed agent, in such manner as the Surviving Entity shall legally require; and
- (2) On receipt of such share certificates, the Surviving Entity shall cancel such share certificates, and the shareholders of the Absorbed Entity shall continue as the owner of One Hundred percent (100%) of the ownership interests of the Surviving Entity. Each share of the Common Capital Stock of the Absorbed Entity shall be converted into an equivalent unit of the ownership interests of the Surviving Entity, determined on a percentage basis, such that each of the shareholders of the Absorbed Entity shall own an equivalent percentage of the ownership interests of the Surviving Entity subsequent to the Merger.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

The existing rights to acquire shares in the Absorbed Entity shall be converted into rights to acquire a number of units of membership interests in the Surviving Entity, determined on a percentage basis, such that each holder of such rights to acquire shares in the Absorbed Entity shall, subsequent to the Merger, own rights to acquire an equivalent percentage of the membership interests of the Surviving Entity.

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

N/A

If General Partner is a Non-Individual,
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SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s) managing members are as follows:

Alkis Crassas, Manager
609 S. Howard Avenue
Tampa, FL 33606

Konstantine Lambridis, Manager
609 S. Howard Avenue
Tampa, FL 33606

Michael Jeffers, Manager
609 S. Howard Avenue
Tampa, FL 33606

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A.

EIGHTH: Other provisions, if any, relating to the merger:

Changes in Articles of Organization. The Articles of Organization of the Surviving Entity shall continue to be its Articles of Organization following the Effective Time of the Merger.

Changes in Operating Agreement. The Operating Agreement of the Surviving Entity shall continue to be its Operating Agreement following the Effective Time of the Merger.

Directors and Officers. The Directors and Officers of the Surviving Entity, at the Effective Time of the Merger, shall continue as the Directors and Officers of the Surviving Entity for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

Prohibited Transactions. Neither of the constituent entities shall, prior to the Effective Time of the Merger, engage in any activity or transaction other than in the ordinary course of business. Each constituent entity shall take all action necessary or appropriate under the laws of the State of Florida to consummate the Merger.

Effective Time of Merger. The Effective Time of the Merger shall be @ 10:00 p.m. on April 30, 2003, or upon the filing of the Articles of Merger by the State of Florida Department of State, whichever shall last occur.

(Attach additional sheet(s) if necessary)

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