

MAY 31 2011 15:10  
Division of Corporations

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Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
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From: Account Name : LATHAM, SHUKER, EDEN & BEAUDINE, LLP  
Account Number : I20000000025  
Phone : (407) 481-5800  
Fax Number : (407) 481-5801

**L. SELLERS**

JUN -1 2011

**EXAMINER**

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: gbinkley@LSEBLAW.com

**MERGER OR SHARE EXCHANGE  
FREDE ENTERPRISES, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	09
Estimated Charge	\$125.00

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## CERTIFICATE OF MERGER

W7-70780<sup>of</sup> W7-70781  
 H & H HOLDINGS 1, LLC, H & H HOLDINGS 2, LLC,  
 H & H HOLDINGS 3, LLC and HUD-EIGHT, LLC

W8-101125 with and into W5-539100

FREDE ENTERPRISES, LLC

W3-71178

Pursuant to Section 608.4382, Florida Statutes, H & H HOLDINGS 1, LLC, H & H HOLDINGS 2, LLC, H & H HOLDINGS 3, LLC and HUD-EIGHT, LLC, all Florida limited liability companies (the "Merged Companies"), and FREDE ENTERPRISES, LLC, a Florida limited liability company (the "Surviving Company"), submit this Certificate of Merger (the "Certificate"):

1. **Plan of Merger.** A copy of the Agreement and Plan of Merger (the "Plan") of the Merged Companies and the Surviving Company is attached to this Certificate as Exhibit "A" and is specifically incorporated herein by reference.
2. **Approval of Merger.** The Surviving Company approved the Plan as of May 31, 2011, in accordance with the applicable provisions of Chapter 608, Florida Statutes. Each of the Merged Companies approved the Plan as of May 31, 2011, in accordance with the applicable provisions of Chapter 608, Florida Statutes.
3. **Effective Time and Date.** The effective time and date of the Merger is the time and date on which this Certificate of Merger is filed with the Department of State.
4. **Certificate of Merger.** This Certificate of Merger complies with the requirements of Section 608.4382, Florida Statutes, and as a result, in accordance with Section 608.4382(3), Florida Statutes, a separate Certificate of Merger for each of the Merged Companies is not being filed.
5. **Counterparts.** This Certificate of Merger may be executed in any number of original, facsimile, or portable document format (pdf) counterparts, each of which when so executed and delivered shall be an original, but all of which together shall constitute one instrument.

[Signature page follows]

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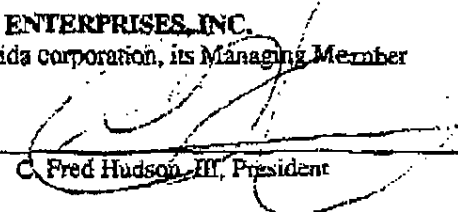
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IN WITNESS WHEREOF, the Merged Companies and the Surviving Company  
have executed this Certificate of Mergers as of May 31, 2011.

**Surviving Company:**

**FREDE ENTERPRISES, LLC,**  
a Florida limited liability company

By: **CFH ENTERPRISES, INC.**  
a Florida corporation, its Managing Member

By:   
C. Fred Hudson, III, President

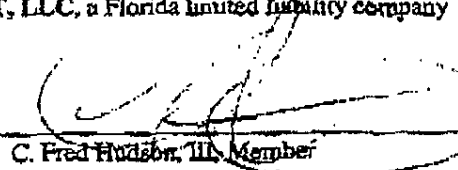
**Merged Companies:**

**H & H HOLDINGS 1, LLC**, a Florida limited liability company  
**H & H HOLDINGS 2, LLC**, a Florida limited liability company  
**H & H HOLDINGS 3, LLC**, a Florida limited liability company

By:   
C. Fred Hudson, III, as a Managing Member  
of each of the foregoing entities

By: \_\_\_\_\_  
W. DeShon Hodge, as a Managing Member  
of each of the foregoing entities

**HUD-EIGHT, LLC**, a Florida limited liability company

By:   
C. Fred Hudson, III, Member

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TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, the Merged Companies and the Surviving Company have executed this Certificate of Merger as of May 31, 2011.

**Surviving Company:**

**FREDE ENTERPRISES, LLC,**  
a Florida limited liability company

By: **CFH ENTERPRISES, INC.**  
a Florida corporation, its Managing Member

By: \_\_\_\_\_  
C. Fred Hudson, III, President

**Merged Companies:**

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**H & H HOLDINGS 2, LLC,** a Florida limited liability company  
**H & H HOLDINGS 3, LLC,** a Florida limited liability company

By: \_\_\_\_\_  
C. Fred Hudson, III, as a Managing Member  
of each of the foregoing entities

By: W. DeShon Hodge  
W. DeShon Hodge, as a Managing Member  
of each of the foregoing entities

**HUD-EIGHT, LLC,** a Florida limited liability company

By: \_\_\_\_\_  
C. Fred Hudson, III, Member

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**EXHIBIT A**

**AGREEMENT AND PLAN OF MERGER**

of

**H & H HOLDINGS 1, LLC, H & H HOLDINGS 2, LLC,  
H & H HOLDINGS 3, LLC and HUD-EIGHT, LLC**

with and into

**FREDE ENTERPRISES, LLC**

**THIS AGREEMENT AND PLAN OF MERGER** (the "Agreement") is made and entered into as of the 31<sup>st</sup> day of May, 2011 by and among **H & H HOLDINGS 1, LLC, H & H HOLDINGS 2, LLC, H & H HOLDINGS 3, LLC and HUD-EIGHT, LLC**, all Florida limited liability companies, and **FREDE ENTERPRISES, LLC**, a Florida limited liability company.

**WITNESSETH**

**WHEREAS**, FreDe Enterprises, LLC is a limited liability company organized and existing under the laws of the State of Florida ("FreDe" or the "Surviving Company");

**WHEREAS**, H & H Holdings 1, LLC, H & H Holdings 2, LLC, H & H Holdings 3, LLC and Hud-Eight, LLC are single-purpose limited liability companies organized and existing under the laws of the State of Florida (the "Merged Companies") and are affiliated with the Surviving Company;

**WHEREAS**, on July 22, 2010, FreDe and each of the Merged Companies (collectively, the "Debtors") filed separate voluntary petitions with the United States Bankruptcy Court for the Middle District of Florida, Orlando Division, initiating five (5) cases under Chapter 11 of the United States Bankruptcy Code which were jointly administered under Case No.: 6:10-bk-12883-KSJ;

**WHEREAS**, on October 19, 2010, the Debtors filed a Joint Plan of Reorganization (as modified, the "Plan"), which was approved by an Order Confirming Amended Plan of Reorganization, as Modified, entered on February 8, 2011 (the "Confirmation Order");

**WHEREAS**, the Plan, as approved pursuant to the Confirmation Order, provides that, in light of the Debtors' unique corporate structure and conduct of their business affairs, a statutory merger of the Merged Companies with and into the Surviving

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Company to create a single Reorganized Debtor (the "Merger") will enable the Debtors to focus on economic and management efficiency going forward; and

**WHEREAS**, each of the Merged Companies and the Surviving Company has approved the Merger on the terms and conditions hereinafter set forth in accordance with the laws of the State of Florida.

**NOW, THEREFORE**, in consideration of the premises and of the mutual agreements, covenants and conditions hereinafter contained, and for the purpose of stating the terms and conditions of the Merger, the manner of carrying the same into effect, and such other details and provisions as are deemed desirable, the Merged Companies and the Surviving Company do hereby agree, subject to the terms and conditions set forth, as follows:

#### **ARTICLE I EFFECTIVE TIME AND DATE**

The Merger will be effective as of the time of filing (the "Effective Time") on the date that the Certificate of Merger is filed with the Florida Secretary of State (the "Effective Date"). From and after the Effective Time on the Effective Date, the separate existence of the Merged Companies shall cease, and the Merged Companies will be merged, pursuant to Florida law, with and into the Surviving Company, which will continue its existence and be the company surviving the Merger.

#### **ARTICLE II SURVIVING COMPANY JURISDICTION**

The Surviving Company shall be governed by the laws of the State of Florida.

#### **ARTICLE III EFFECT OF MERGER**

As of Effective Time on the Effective Date, the Surviving Company will succeed to all of the rights, privileges, immunities and franchises, and all of the property, real, person, and mixed, of the Merged Companies, without the necessity for any separate transfer. The Surviving Company will then be responsible and liable for all liabilities and obligations of the Merged Companies, if any, and except as set forth in the Plan and Confirmation Order, neither the rights of creditors nor any liens on the property of the absorbed Company will be impaired by the Merger.

#### **ARTICLE IV ARTICLES OF ORGANIZATION**

At the Effective Time, the Articles of Organization of FreDe in effect immediately prior to the Effective Time shall be the Articles of Organization of the Surviving Company.

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## ARTICLE V OPERATING AGREEMENT

As of the Effective Time, the Operating Agreement of FreDe in effect prior to the Effective Time, as previously amended, shall be amended as provided in the Plan, including, but not limited to the incorporation of the provisions of Article VII, Section 4 thereof, provided however, that (a) the members of the Surviving Company immediately following the Effective Time shall continue to be the entity members as provided elsewhere in the Plan and in the Operating Agreement and (b) the Managing Member of the Surviving Company immediately following the Effective Time shall continue to be the Managing Member of FreDe immediately prior to the Effective Time; until such time as the composition of the members and the Managing Member may be modified as provided in the Articles of Organization, the Operating Agreement and/or the Florida Limited Liability Act as amended from time to time. In all other respects, the Operating Agreement shall remain in full force and effect.

## ARTICLE VI OFFICERS

From and after the Effective Time and until their earlier resignation or death or until their successors shall have been duly elected or appointed and shall qualify, Mr. C. Fred Hudson, III shall be the President of the Surviving Company and Mr. W. DeShon Hodge shall be the Chief Executive Officer of the Surviving Company, as provided in the Plan.

## ARTICLE VII EQUITY INTERESTS

As provided in the Plan and subject to Article V above, the manner of converting the membership interests of the Surviving Company and the interests of the members of each of the Merged Companies into membership interests of the Surviving Company shall be as follows:

1. Each membership interest of the Surviving Company outstanding at the Effective Time of the Merger shall, by virtue of the Merger and without any action on the part of the holders thereof, remain outstanding and be held by the members as specified in the Operating Agreement and in Article VIII, Section A. 1 of the Plan.
2. Each membership interest in each of the Merged Companies existing at the Effective Time of the Merger shall, by virtue of the Merger and without any action on the part of the holders thereof, be cancelled and retired without any consideration therefor.

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**ARTICLE VIII  
GOVERNING LAW**

This Agreement and the legal relations between the Merged Companies and the Surviving Company will be governed by and construed in accordance with the laws of the State of Florida, without regard to its conflicts of laws principles.

**ARTICLE IX  
MISCELLANEOUS**

For convenience of the parties hereto and to facilitate the required filing of documents, any number of counterparts of this Agreement may be executed, and each such counterpart shall be deemed to be an original instrument. Telefacsimile or email transmission of any executed original and/or retransmission of any executed telefacsimile or email transmission shall be deemed to be the same as the delivery of an executed original. At the request of any party hereto, the other parties hereto shall confirm telefacsimile or email transmissions by executing duplicate original documents and delivering same to the requesting party or parties. The headings of the several Articles herein are inserted for convenience of reference only and are not intended to be part of or affect the meaning or interpretation of this Agreement.

*[Signature page follows]*

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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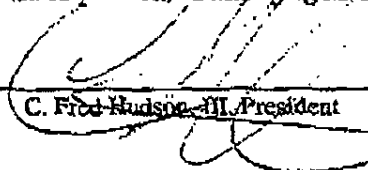
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IN WITNESS WHEREOF, the Merged Companies and the Surviving Company  
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31 2011.

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By:   
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of each of the foregoing entities

By: \_\_\_\_\_  
W. DeShon Hodge, as a Managing Member  
of each of the foregoing entities

**HUD-EIGHT, LLC,** a Florida limited liability company

By:   
C. Fred Hudson, III, Manager

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