

L03000046174

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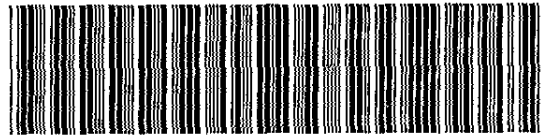
(Business Entity Name)

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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 348725 4312177
AUTHORIZATION : *Patricia P. P.*
COST LIMIT : \$ 60.00

EFFECTIVE DATE
12/31/03
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ORDER DATE : December 5, 2003
ORDER TIME : 10:08 AM
ORDER NO. : 348725-010
CUSTOMER NO: 4312177
CUSTOMER: Jason Northcutt, Esq
Kavanagh Maloney & Osnato Llp
18th Floor
415 Madison Avenue
New York, NY 10017-1136

ARTICLES OF MERGER

AACON CONTRACTING CO., INC.

INTO

AACON HOLDINGS, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

*****Please give an effective date of December 31, 2003.*****

CONTACT PERSON: Amanda Haddan EXT. 1155
EXAMINER'S INITIALS: _____

EFFECTIVE
12/31/03
FILED
03 DEC -8 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and 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. AACON CONTRACTING CO., INC. 4000 SW 130th Avenue, CD 153 Miramar, FL 33027	New York	Corporation
Florida Document/Registration Number: P14057		FEI Number: 11-1501018
2. AACON HOLDINGS, LLC 4000 SW 130th Avenue, CD 153 Miramar, FL 33027	Florida	LLC
Florida Document/Registration Number: L03000046174		FEI Number:
3.		
Florida Document/Registration Number:		FEI Number:
4.		
Florida Document/Registration Number:		FEI Number:

(Attach additional sheet(s) if necessary)

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>
<u>AACON HOLDINGS, LLC</u>	<u>Florida</u>	<u>LLC</u>
<u>4000 SW 130th Avenue, CD 153</u>		
<u>Miramar, FL 33027</u>		

Florida Document/Registration Number: L03000046174 FEI Number:

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.

The date the Articles of Merger are filed with Florida Department of State

OR

December 31, 2003

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

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

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

Name of Entity

Signature(s)

Typed or Printed Name of Individual

AACON CONTRACTING CO, INC

J. D. Collins

Joshua Cadillac, President

AACON HOLDINGS, LLC

Manojo Cadellac

Maryjo Cadillac, Managing
Member

(Attach additional sheet(s) if necessary)

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>
AACON CONTRACTING CO., INC.	New York
AACON HOLDINGS, LLC	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
AACON HOLDINGS, LLC	Florida

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

AACON CONTRACTING CO., INC. shall merge with and into AACON HOLDINGS, LLC. The merger will result in a liquidation of AACON CONTRACTING CO., INC. under Section 331 of the Internal Revenue Code.

(Attach additional sheet(s) if necessary)

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:

The shares of AACON CONTRACTING CO., INC. shall be cancelled and the shareholders of AACON CONTRACTING CO., INC. will receive a pro rata membership interest in AACON HOLDINGS, LLC.

- 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:

Not applicable.

(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)

If General Partner is a Non-Individual,
Florida Document/Registration Number

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:

Maryjo Cadillac, Managing Member
c/o AACON, LLC
4000 SW 130th Avenue, CD 153
Miramar, FL 33027

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:

None.

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

The merger shall become effective as of December 31, 2003.

(Attach additional sheet(s) if necessary)