

104000093436

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H04000253958 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 205-0380

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2004 DEC 29 AM 8:16

FILED

RECEIVED

04 DEC 29 PM 2:46

DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

AMERICAN EAGLE, LLC

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$96.25

98.00

104-93436
JK

EFFECTIVE DATE
12-31-04

850-205-0381

12/29/2004 8:15

PAGE 001/001

FLORIDA DEPT OF STATE



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 29, 2004

AMERICAN EAGLE, LLC
2101 NW 110TH AVENUE
MIAMI, FL 33172

SUBJECT: AMERICAN EAGLE, LLC
REF: L04000093436

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Pursuant to section 608.438(3)(e), F.S., the plan of merger must provide the name(s) and address(es) of the manager(s) or managing member(s).

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) 245-6020.

Tammi Cline
Document Specialist

FAX Aud. #: H04000253958
Letter Number: 904A00071810

SECRETARY OF STATE
TAMMI CLINE
TALLAHASSEE, FLORIDA

2004 DEC 29 AM 8:16

FILED

H04 000253958

PLAN OF MERGER

THIS PLAN OF MERGER AGREEMENT is made and entered into effective the 31st day of December 2004 by and between Concrete Mixers Leasing Company, a corporation organized and existing under the laws of the State of Florida (sometimes hereinafter referred to as "CML") and American Eagle, LLC, a limited liability company organized and existing under the laws of the State of Florida (sometimes hereinafter referred to as "American").

802-8934

WITNESSETH

WHEREAS, CML and American (hereinafter sometimes collectively referred to as the "Entities") are Florida entities with their respective offices located in Miami-Dade County, Florida; and

WHEREAS, the business operations of CML and American are compatible; and

WHEREAS, said Entities recognize that their merger and consolidation would benefit the further growth of both entities; and

WHEREAS, the Entities intend to accomplish their consolidation through a merger of CML into American, with American as the surviving entity.

NOW, THEREFORE, in consideration of the premises and mutual covenants herein set forth, the parties agree, as their Plan of Merger pursuant to section(s) 607.1107, 617.1103, 608.438, and/or 620.202, as follows:

1. Recitals. All of the recitals hereinabove set forth are true and correct.
2. Submission. This Plan of Merger is being submitted to the Secretary of the State of Florida in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

2004 DEC 29 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

EFFECTIVE DATE
12-31-04

H04 000253958

3. Name of Each Entity Planning to Merge and Name of Surviving Corporation.

A. Concrete Mixers Leasing Company, a corporation organized and existing under the laws of the State of Florida.

B. American, a limited liability company organized and existing under the laws of the State of Florida.

C. American, a limited liability company organized under the laws of the State of Florida, the surviving entity. The sole Manager/Member of American Eagle, LLC is:

Adonel Concrete Pumping & Finishing, Inc.
2101 SW 110th Avenue
Miami, FL 33172

4. Terms and Conditions of Proposed Merger. Concrete Mixers Leasing Company shall be merged into American Eagle, LLC (the "surviving entity").

5. Manner and Basis of Merger. CML shall transfer all of its assets and liabilities to American in exchange for all of the ownership interest in American. CML shall then transfer all of its interest in American to Adonel Concrete Pumping & Finishing, Inc. in complete liquidation of CML.

6. Effective Date. This Plan of Merger shall be carried out on, and shall be effective as of the effective date set forth in the Articles of Merger.

7. Further Action/Authorization. The appropriate officers of CML and the manager(s) of American are authorized for and on behalf of and in the name of each of the merged and surviving entities to take or cause to be taken all such actions and to execute or cause to be executed such certificates and other documents as may be deemed necessary by them or desirable in order to consummate this Plan.

8. Miscellaneous. This Plan constitutes the entire Agreement and understanding between the parties and supersedes all prior agreements and understandings related hereto.

9. Governing Law. This Plan shall be governed by the laws of the State of Florida.

2004 DEC 29 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

10. ~~Benefit~~ This Agreement shall be binding upon and inure to the benefit of the parties and their assigns.

IN WITNESS WHEREOF, the parties have executed this Agreement the day, month and year first above written.

Witnesses:

Lg Martinez
Lg Martinez
Print name
Y Suarez
Yuleidy Suarez
Print name

Lg Martinez
Lg Martinez
Print name
Y Suarez
Yuleidy Suarez
Print name

CONCRETE MIXERS LEASING COMPANY, a
Florida corporation

By: GERARDO GARCIA, President

AMERICAN EAGLE, LLC, a
Florida limited liability

By: ADONEL CONCRETE PUMPING &
FINISHING, INC., a Florida corporation,
Manager, Sole Member

By: GERARDO GARCIA, President

FILED

2004 DEC 29 AM 8:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

THESE ARTICLES OF MERGER AGREEMENT are made and entered into effective this ___ day of December, 2004 by and between Concrete Mixers Leasing Company, a corporation organized and existing under the laws of the State of Florida and American Eagle, LLC, a limited liability company organized and existing under the laws of the State of Florida.

WITNESETH:

Pursuant to Section 607.1109, 608.4382, and/or 620.203 of the Florida Statutes, the following is set forth:

1. Plan of Merger. The Plan of Merger is set forth in the attached Plan of Merger at Exhibit "A" attached hereto and is hereby incorporated herein.
2. Effective Date. The merger set forth in the Plan of Merger shall be effective as of the filing of these Articles of Merger or on December 31, 2004, if these Articles of Merger are filed prior to December 31, 2004.

3. Surviving Party. The name, street address of its principal office, jurisdiction and entity type of the surviving party are as follows:

American Eagle, LLC
2101 SW 110th Avenue
Miami, Florida
Limited liability company

4. Approval. 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 party to this merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida

2004 DEC 29 AM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

TOTAL P.07

H04000253958

Statutes. The merger is not prohibited under the articles of organization of American Eagle, LLC.

IN WITNESS WHEREOF, the parties have executed these Articles of Merger the day, month and year first above written.

Witnesses:

Liz Martinez
Liz Martinez
Print name
Yuleidy Suarez
Yuleidy Suarez
Print name

CONCRETE MIXERS LEASING COMPANY, a
Florida corporation

By: GERARDO GARCIA, President

AMERICAN EAGLE, LLC, a
Florida limited liability company

By: ADONEL CONCRETE PUMPING &
FINISHING, INC., a Florida corporation,
Manager/Sole Member

By: GERARDO GARCIA, President

Liz Martinez
Liz Martinez
Print name
Yuleidy Suarez
Yuleidy Suarez
Print name

2004 DEC 29 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

H04000253958