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MERGER OR SHARE EXCHANGE

CONOTECH INTERNATIONAL, L.L.C.

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Florida Dept of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 24, 2005

CONOTECH INTERNATIONAL, L.L.C.
948 BARGEMIL WAY
NAPLES, FL 34110

SUBJECT: CONOTECH INTERNATIONAL, L.L.C.
REF: L05000033429

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**ARTICLES OF MERGER (FLORIDA)
OF FOREIGN AND DOMESTIC LIMITED LIABILITY COMPANY
INTO
CONOTECH INTERNATIONAL, L.L.C.**

Pursuant to the provisions of Section 608.4382 of the Florida Limited Liability Company Act and Chapter 59-64 of the R.I. LLCA, R.I.G.L. Sections 7-16-1, et seq., of the General Laws of Rhode Island, the undersigned limited liability companies, CONOTECH INTERNATIONAL, L.L.C., a Florida limited liability company, and CONOTECH INTERNATIONAL, L.L.C., a Rhode Island limited liability company, adopt the following Articles of Merger for the purpose of merging CONOTECH INTERNATIONAL, L.L.C., a Rhode Island limited liability company, into CONOTECH INTERNATIONAL, L.L.C., a Florida limited liability company.

1. The Agreement and Plan of Merger setting forth the terms and conditions of the merger of CONOTECH INTERNATIONAL, L.L.C., a Rhode Island limited liability company, into CONOTECH INTERNATIONAL, L.L.C., a Florida limited liability company, is attached to these Articles as Exhibit "A" hereto and incorporated herein by reference.

Adoption and Approval of Plan

2. The Manager and Members of CONOTECH INTERNATIONAL, L.L.C., a Rhode Island limited liability company, voted in favor of the Plan of Merger, at a special meeting of the members of CONOTECH INTERNATIONAL, L.L.C., a Rhode Island limited liability company, held on April 8, 2005, in accordance with applicable Rhode Island law.

3. The Manager and Members of CONOTECH INTERNATIONAL, L.L.C., a Florida limited liability company voted in favor of the Plan of Merger, at a special meeting of the members of CONOTECH INTERNATIONAL, L.L.C., a Florida limited liability company, held on April 8, 2005, in accordance with applicable Florida law.

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Effective Date

4. The Plan of Merger shall be effective at 12:01 a.m. on May 24, 2005, or upon the filing of these Articles of Merger with the Secretary of State of Rhode Island and with the Secretary of State of Florida, together with evidence of their adoption as required by law, whichever occurs earlier.

Foreign Law

5. The laws of the State of Rhode Island, the jurisdiction of organization of CONOTECH INTERNATIONAL, L.L.C., a Rhode Island limited liability company, permit the merger contemplated by the Agreement and Plan of Merger, and the laws of the State of Rhode Island have been complied with or, on fulfillment of all filing and recording requirements set forth by the applicable laws of the State of Rhode Island, will have been complied with.

Surviving Entity

6. The surviving entity will be of CONOTECH INTERNATIONAL, L.L.C., 948 Barcarnil Way, Naples, Florida 34104, Florida Document/Registration Number L05000033429, FEI Number: 20-2617909.

IN WITNESS WHEREOF, each of the undersigned limited liability companies has caused these Articles to be signed April 8, 2005.

CONOTECH INTERNATIONAL, L.L.C., a
Florida limited liability company

By: Henry T. Coletti
HENRY T. COLETTI,
as Manager and Member

By: Mark SuchECKI
MARK SUCHECKI,
as Member

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CONOTECH INTERNATIONAL, L.L.C., a
Rhode Island limited liability company

By: Henry T. Coletti
HENRY T. COLETTI,
as Manager and Member

By: J. Mark Sucheck
J. MARK SUCHECKI,
as Member

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**AGREEMENT AND PLAN OF MERGER BETWEEN
CONOTECH INTERNATIONAL, L.L.C. AND
CONOTECH INTERNATIONAL, L.L.C.**

This Agreement and Plan of Merger ("Agreement") made pursuant to the relevant provisions of the Florida Limited Liability Company Act, the General Laws of Rhode Island, and the Internal Revenue Code, as of April 8, 2005, between CONOTECH INTERNATIONAL, L.L.C., a Rhode Island Limited Liability Company, 1177 Central Avenue, Unit C, Pawtucket, Rhode Island 02861 (hereafter referred to as the "Merging Company"), and CONOTECH INTERNATIONAL, L.L.C., a Florida Limited Liability Company, 948 Barcarnil Way, Naples, Florida 34110 (hereafter referred to as the "Surviving Company").

RECITALS

WHEREAS, all of the Members and Manager of the Surviving Company and the Merging Company have waived notice of special meetings of their respective companies as permitted by Florida and Rhode Island law in order to review this Plan of Merger and consider whether it is in the best interest of the respective companies.

WHEREAS, the Manager of the Surviving Company deems it desirable and in the best interests of Surviving Company and its Members to enter into and approve this Agreement;

WHEREAS, the Manager and the majority of Members of the Surviving Company have approved this Agreement and Plan of Merger as of the Effective Date, as evidenced by the signatures to this Agreement and to the unanimous written consents filed in the minutes of the Surviving Company;

WHEREAS, the Manager of the Merging Company deems it desirable and in the best interests of the Merging Company and its Members to enter into and approve this Agreement; and

WHEREAS, the Manager and the majority of Members of the Merging Company have approved this Agreement and Plan of Merger as of the Effective Date, as evidenced by the signatures to this Agreement and the unanimous written consent filed in the minutes of the Merging Company;

NOW, THEREFORE, in consideration of the foregoing premises and in consideration of the mutual covenants and promises of the parties hereto, the Surviving Company and the Merging Company agree as follows:

1. Merger of the Companies

In accordance with and pursuant to Sections 608.438 through 608.4383 of the Florida Limited Liability Company Act, Chapter 59-64 of the R.I. LLCA, R.I.G.L. Sections 7-16-1, et seq., the Merging Company shall be merged into the Surviving Company. The parties agree to prescribe the terms and conditions of such merger, the method of carrying it into effect, and the

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manner of converting the membership units of the Merging Company into membership units or other securities of the Surviving Company as hereinafter set forth.

2. Units to be Merged.

2.1 The total number of membership units which the Merging Company is authorized to issue is One Thousand (1000) membership units. One Hundred Percent (100%) of the authorized units are issued and outstanding.

2.2 The total number of membership units which the Surviving Company is authorized to issue is One Thousand (1000) membership units. One Hundred Percent (100%) of the authorized units are issued and outstanding.

2.3 The identity of members and their relative percentage ownership of the Surviving Company and the Merging Company prior to the merger are as follows.

SURVIVING COMPANY

<u>Member</u>	<u>Number of Units</u>	<u>Percentage</u>
HENRY T. COLETTI	510	51%
J. MARK SUCHECKI	490	49%

MERGING COMPANY

<u>Member</u>	<u>Number of Units</u>	<u>Percentage</u>
HENRY T. COLETTI	510	51%
J. MARK SUCHECKI	490	49%

3. Method of Converting Units.

3.1 The manner and basis of converting the outstanding interests of each company into interests of the Surviving Company are as follows:

(a) A one hundred percent (100%) interest in the Merging Company as it exists immediately prior to the merger will become a fifty percent (50%) interest in the Surviving Company on the effective date of the merger.

(b) A one hundred percent (100%) interest in the Surviving Company as it exists immediately prior to the merger will become a fifty percent (50%) interest in the Surviving Company on the effective date of the merger.

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4. Surviving Entity.

4.1 When this agreement shall become effective, the separate corporate existence of the Merging Company shall cease, and the Surviving Company shall succeed, without other transfer, to all the rights and property of the Merging Company, and shall be subject to all the debts and liabilities of the Merging Company in the same manner as if the Surviving Company had itself incurred them. All rights of creditors and all liens on the property of each constituent company shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the merger.

4.2 The Surviving Company consents to be sued and served with process in Rhode Island, and irrevocably appoints the Secretary of State of Rhode Island as its agent to accept service of process in any proceeding in Rhode Island to enforce against the Surviving Company any obligation of the Merging Company.

5. Merger Permitted Under the Laws of Florida.

This merger is permitted under the relevant provisions of the Florida Limited Liability Company Act and the General Laws of Rhode Island.

6. Name of Surviving Company.

The Surviving Company shall be CONOTECH INTERNATIONAL, L.L.C., a Florida Limited Liability Company.

7. Effective Date of Merger.

The effective date of the merger shall be 12:01 a.m. on May 24, 2005, or upon the filing of the Articles of Merger with the Secretary of State of Rhode Island and the Secretary of State of Florida, together with evidence of their adoption as required by law, whichever occurs earlier ("Effective Date").

8. Principal Office.

The principal office of the Surviving Company shall be 948 Barcarmil Way, Naples, Florida, 34110 following this merger.

9. Name and Address of the Manager.

Management of the Surviving Company shall be vested in a manager. The name and address of the initial Manager following the merger is:

Manager**HENRY T. COLETTI****Address****948 Barcarmil Way
Naples, FL 34110**

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10. Distributions Prior to Merger.

Until this Agreement of Merger becomes effective or is abandoned, neither company may make distributions to its members.

11. Extraordinary Transactions.

Neither company shall, prior to the Effective Date, engage in any activity nor transaction other than in the ordinary course of business, except as contemplated by this Agreement.

12. Submission to Members: Effective Date.

This Agreement has been submitted to the members of the respective companies in the manner provided under applicable Florida and Rhode Island law. The signatures of the undersigned members of each such company representing a majority of the members of the respective companies are in favor of the adoption of this Agreement, and this Agreement shall become effective on the date set forth above.

13. Abandonment of Merger.

At any time prior to the approval of this Plan of Merger by the Surviving Company and/or the Merging Company, and at any time prior to the filing of the Articles of Merger with the Florida Department of State, the planned merger may be abandoned, subject to any contractual rights, by either the Surviving Company or the Merging Company upon an affirmative vote of a majority of either company's manager without further action by either company's members.

14. Articles of Organization.

The Articles of Organization following the merger shall be the Articles of Organization of the Surviving Company as filed in Florida, and no changes are necessitated by the contemplated merger.

15. Operating Agreement.

The Operating Agreement following the merger shall be the Operating Agreement for the Surviving Company and no changes are necessitated by the contemplated merger.

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IN WITNESS WHEREOF, the undersigned, constituting the Manager and Members of the Surviving Company and the Manager and Members of the Merging Company, have executed this Agreement on the day and year first above written.

SURVIVING COMPANY:

CONOTECH INTERNATIONAL, L.L.C.,
a Florida Limited Liability Company

By: Henry T. Coletti
HENRY T. COLETTI,
as Manager and Member

By: A. Mark Suchecki
A. MARK SUCHECKI,
as Member

MERGING COMPANY:

CONOTECH INTERNATIONAL, L.L.C.,
a Rhode Island Limited Liability Company

By: Henry T. Coletti
HENRY COLETTI,
as Manager and Member

By: A. Mark Suchecki
A. MARK SUCHECKI,
as Member

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