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LAW OFFICES OF ERIC M. SAUERBERG, P.A.

200 VILLAGE SQUARE CROSSING **SUITE 102** PALM BEACH GARDENS, FLORIDA 33410

TEL: (561) 776-0330 FAX: (561) 776-0302

ERIC M. SAUERBERG**
**Masters of Law in Taxation
eric@emsattorneys.com

M. KRISTA BARTH* *ADMITTED TO FL, MD & D.C. BARS. CERTIFIED FAMILY & COUNTY COURT MEDIATOR KRISTA@EMSATTORNEYS COM

May 31, 2005

Division of Corporations PO Box 6327 Tallahassee, FL 32314

Dear Sir or Madam:

Please find enclosed the Articles of Merger between Southeast Commercial Cleaning, Inc. and Southeast Commercial Cleaning, LLC for filing. Also enclosed is a check in the amount of \$60.00 for the filing fees. Upon filing, please send us a stamped copy of the Articles of Merger.

If you have any questions, please do not hesitate to call.

Sincerely,

Eric M. Sauerberg

EMS/mp

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.

<u>FIRST:</u> The exact name, street address of its principal office, jurisdiction, and entity type for each <u>merging</u> party are as follows:

Name and Street Address	<u>Jurisdiction</u>		Entity Type	
1. Southeast Commercial Cleaning, Inc.	Florida		Corporation	
4613 North University Drive, Suite 283				
Coral Springs, FL 33065				
Florida Document/Registration Number: P05000016254		FEI Number:_		
2. Southeast Commercial Cleaning, LLC	Florida		Limited Liability	Compar
4613 North University Drive, Suite 283	·			
Coral Springs, FL 33065				
Florida Document/Registration Number: L05000035383		FEI Number:_		8 –
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(Attach additional sheet(s) if necessary)

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the **<u>surviving</u>** party are as follows:

Name and Street Address	<u>Jurisdiction</u>	<u>Entity Type</u>
Southeast Commercial Cleaning, LLC	Florida	Limited Liability Compar
4613 North University Drive, Suite 283		
Coral Springs, FL 33065		
Florida Document/Registration Number: L05000035383	FE	I 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, 698, 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.

<u>FIFTH:</u> 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.

NINTH: The merger shall become effective as of:	
The date the Articles of Merger are filed with Florida Department of St	ate
<u>OR</u>	
(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:

Name of Entity
Signature(s)
Southeast Commercial Cleanin

David J. Crupi

(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>

Jurisdiction

Southeast Commercial Cleaning, Inc.

Florida

Southeast Commercial Cleaning, LLC

Florida

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

Name

Jurisdiction

Southeast Commercial Cleaning, LLC

Florida

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

Southeast Commercial Cleaning, Inc. is owned by David J. Crupi. Southeast Commercial Cleaning, LLC is owned by David J. Crupi. Ownership of the surviving entity (Southeast Commercial Cleaning, LLC) will retain the FEI Number from the Corporation.

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:

One share of Corporation interest is being converted into one unit of Limited Liability Company Interest. Since the owners have the same interest in both entities to the merger, ownership will remain the same after 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:

All rights to acquire interests of the merged parties are subject to the consent of the other owners. The rights to acquire interest for both merged parties were the same prior to the merger and remain unchanged after the merger.

(Attach additional sheet(s) if necessary)

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

If General Partner is a Non-Individual

Florida Document/Registration Number

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

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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:

David J. Crupi, 4613 North University Drive, Suite 283, Coral Springs, Florida 33065

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: N/A

(Attach additional sheet(s) if necessary)