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06/15/05 9:31AM To: Page 1
Page 1 of 1**L05000058549****Florida Department of State
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Phone : (904) 356-2600
Fax Number : (904) 355-0233

EFFECTIVE DATE
06/15/05**MERGER OR SHARE EXCHANGE****DOE & INGALLS OF FLORIDA OPERATING LLC**

| | |
|-----------------------|---------|
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

OF

DOE & INGALLS OF FLORIDA, INC.
(a Florida corporation)

into

DOE & INGALLS OF FLORIDA OPERATING LLC
(a Florida limited liability company)

EFFECTIVE DATE

06/15/05

Pursuant to the provisions of Sections 607.1105 and 608.438 of the Florida Statutes, Doe & Ingalls of Florida, Inc., a Florida corporation (the "Merging Entity"), and Doe & Ingalls of Florida Operating LLC, a Florida limited liability company (the "Surviving Entity"), adopted on June 14, 2005, the following Articles of Merger for the purpose of effecting a merger in accordance with the provisions of Chapter 607 and Chapter 608 of the Florida Statutes, and hereby certify as follows:

FIRST: That the name, street address of its principal office, jurisdiction and entity type of the Merging Entity are as follows:

| <u>Name and Street Address</u> | <u>Jurisdiction</u> | <u>Entity Type</u> |
|---|---------------------|------------------------------|
| Doe & Ingalls of Florida, Inc. 9940 Currie Davis Drive, Suite C-16 Tampa, Florida 33619 | Florida | Corporation #P93000059341 |

SECOND: That the name, street address of its principal office, jurisdiction and entity type of the Surviving Entity are as follows:

| <u>Name and Street Address</u> | <u>Jurisdiction</u> | <u>Entity Type</u> |
|---|---------------------|------------------------------------|
| Doe & Ingalls of Florida Operating LLC 9940 Currie Davis Drive, Suite C-16 Tampa, Florida 33619 | Florida | Limited Liability #L05000058549 |

THIRD: The Plan of Merger attached hereto as Exhibit "A" and incorporated by reference herein, and adopted in accordance with the provisions of Sections 607.1105 and 608.438 of the Florida Statutes, providing for the merger of the Merging Entity with and into the Surviving Entity, was approved by the Surviving Entity in accordance with Chapter 608 of the Florida Statutes and by the Merging Entity in accordance with the Chapter 607 of the Florida Statutes.

FOURTH: These Articles of Merger and the Plan of Merger were adopted and approved by unanimous consent of the directors and shareholders of the Merging Entity on June 14.

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2005, and were adopted and approved by unanimous consent of the managers and members of the Surviving Entity on June 14, 2005.

FIFTH: The merger shall become effective on June 15, 2005.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be duly executed this 14 day of June, 2005.

DOE & INGALLS OF FLORIDA, INC.,
a Florida corporation

DOE & INGALLS OF FLORIDA
OPERATING LLC,
a Florida limited liability company

By: [Signature]
Name: Thomas Merrick
Title: Vice Pres.

By: [Signature]
Name: Thomas Merrick
Title: Manager

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EXHIBIT A**PLAN OF MERGER**

PLAN OF MERGER (the "Plan of Merger") is hereby adopted by **DOE & INGALLS OF FLORIDA OPERATING LLC**, a Florida limited liability company (the "Company"), for the purpose of merging **DOE & INGALLS OF FLORIDA, INC.**, a Florida corporation ("Corporation"), with and into Company, with Company being the surviving company (the "Merger").

NOW, THEREFORE, the Company and Corporation hereby approve and adopt this Plan of Merger providing for the Merger as authorized by Sections 608.438 and 607.1105 of the Florida Statutes upon the terms and subject to the conditions herein.

1. Merger. At the Effective Time (as defined herein) of the Merger, the Corporation shall be merged with and into Company, Company shall be the surviving company of the Merger (hereinafter sometimes referred to as the "Surviving Company") and the separate corporate existence of the Corporation shall cease. The Merger shall become effective on June 15, 2005 by the filing of Articles of Merger with the Florida Department of State (the "Effective Time"). The Merger was approved by the Company in accordance with Chapter 608, Florida Statutes and approved by the Corporation in accordance with Chapter 607, Florida Statutes. All of the Managers and Members of the Company and the Directors and Shareholders of the Corporation have consented to the Merger.

2. Governing Documents.

(a) The Articles of Organization of the Company, as in effect immediately prior to the Effective Time shall constitute the Articles of Organization of the Surviving Company until thereafter amended in accordance with the provisions thereof and applicable law.

(b) The Operating Agreement of the Company as in effect immediately prior to the Effective Time shall constitute the Operating Agreement of the Surviving Company without change or amendment until thereafter amended in accordance with the provisions thereof and applicable law.

3. Name. The name of the Surviving Company shall be Doe & Ingalls of Florida Operating LLC.

4. Addresses. The address of the Company is 9940 Currie Davis Drive, Suite C-16, Tampa, Florida 33619. The address of the Corporation is 9940 Currie Davis Drive, Suite C-16, Tampa, Florida 33619.

5. Registered Agent and Jurisdiction of Surviving Company. The Surviving Company is to be governed by the laws of the State of Florida and the address of its registered office in the State of Florida shall be One Independent Drive, Suite 2600, Jacksonville, Florida 32202. The name of its registered agent at such address shall be Michael R. Leas.

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6. Succession. At the Effective Time, the separate corporate existence of the Corporation shall cease, and the Surviving Company shall possess all the rights, privileges, powers and franchises of a public or private nature and be subject to all the restrictions, disabilities and duties of the Corporation, and all property, real, personal and mixed, and all debts due to the Corporation on whatever account and all other things in action, shall be vested in the Surviving Company.

7. Capitalization of Surviving Company; Conversion of Shares. At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, immediately upon the Effective Date of this Merger, each issued and outstanding share of common stock of the Corporation, which is issued and outstanding on the Effective Date of the Merger, shall, without further action on the part of the holder thereof, automatically become, and be converted into Capital Account associated with the membership interest of the holder of such stock in the Surviving Company in accordance with the Operating Agreement of the Surviving Entity. The Percentage Interests of Members of the Surviving Company shall be unchanged by the merger.

8. Other Provisions with Respect to the Merger. All provisions of the laws of the State of Florida applicable to the Merger have been or will have been complied with upon the filing and recording of the Articles of Merger with the Secretary of State of the State of Florida.

9. Managers of Company. The Company is managed by managers. The names and addresses of the Managers of the Company are:

John J. Elmo 1301 Person Street
Durham, North Carolina 27703

Thomas P. Merrick 1301 Person Street
Durham, North Carolina 27703

10. Headings. The headings of the several articles herein have been inserted for convenience of reference only and are not intended to be a part or to affect the meaning or interpretation of this Plan of Merger.

IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger this 14th day of June, 2005.

DOE & INGALLS OF FLORIDA, INC.,
a Florida corporation

DOE & INGALLS OF FLORIDA
OPERATING LLC,
a Florida limited liability company

By: [Signature]
Name: Thomas Merrick
Title: Vice Pres.

By: [Signature]
Name: Thomas Merrick
Title: Manager

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OPERATING LLC, FLORIDA