

WS000064922

(Requestor's Name)

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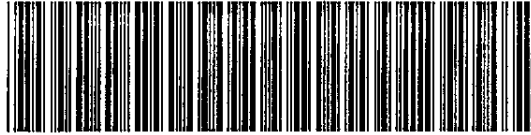
(Business Entity Name)

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TALLAHASSEE, FLORIDA

WS-64922
OR



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

October 11, 2005

M&M PIPE SUPPLY, LLC
6435 MOORINGS POINT CIRCLE, UNIT 201
BRADENTON, FL 34202

SUBJECT: M & M PIPE SUPPLY, LLC
Ref. Number: L05000064922

We have received your document for M & M PIPE SUPPLY, LLC and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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

Letter Number: 705A00061841

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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.

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. M&M PIPE SUPPLY, LLC 1610 CALEB COURT SPRINGFIELD, MO 65810	MISSOURI	LLC

Florida Document/Registration Number: NA FEI Number: NA

2. NA

Florida Document/Registration Number: _____ FEI Number: _____

3. NA

Florida Document/Registration Number: _____ FEI Number: _____

4. NA

Florida Document/Registration Number: _____ FEI Number: _____

(Attach additional sheet(s) if necessary)

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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>
M&M PIPE SUPPLY, LLC 6435 MOORINGS POINT CIRCLE, UNIT 201 BRADENTON, FL 34202	FLORIDA	LLC

Florida Document/Registration Number: L05000064922 FEI Number: 56-2522052

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.

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AGREEMENT AND PLAN OF MERGER

AGREEMENT ("Agreement"), made and entered into the this 1st day of July, 2005, by and between M & M PIPE SUPPLY, LLC, a Missouri limited liability company, ("M&M Missouri"), and M & M PIPE SUPPLY, LLC, a Florida limited liability company ("M&M Florida") (said limited liability companies being hereinafter collectively referred to as the "Constituent LLCs").

WITNESSETH:

WHEREAS, M&M Missouri is a limited liability company ("LLC") duly organized and existing under the laws of the State of Missouri; and

WHEREAS, M&M Florida is an LLC duly organized and existing under the laws of the State of Florida; and

WHEREAS, Trenchless Supply, LLC, a Florida limited liability company, ("Trenchless") owns one hundred percent (100%) of M&M Florida; and

WHEREAS, Michelle M. Jungers, Trustee of the Michelle M. Jungers Declaration of Trust, U/T/A dated December 22, 1999 ("Jungers"), owns one hundred percent (100%) of M&M Missouri and Trenchless; and

WHEREAS, the members of each of the Constituent LLCs deem it advisable and in the best interests of the LLCs that M&M Missouri be merged into M&M Florida as provided herein;

NOW, THEREFORE, in consideration of the mutual agreements contained herein, the Constituent LLCs hereto agree as follows:

1. On the Effective Date (as hereinafter set forth) of the merger, (a) M&M Missouri shall be merged with and into M&M Florida, which latter LLC shall survive the merger (and is hereinafter sometimes referred to as the "Surviving LLC"); and (b) the separate existence and organization of M&M Missouri shall cease.

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2. The terms and conditions of the merger and the mode of carrying the same into effect are as follows:

(a) M&M Missouri shall be merged with and into the Surviving Entity, in accordance with the provisions of this Agreement.

(b) Upon the Effective Date of the merger, the separate existence of M&M Missouri shall cease.

(c) Upon the Effective Date of the merger, the Surviving Entity shall thereupon and thereafter possess all rights, privileges, immunities, powers, and franchises possessed by the Constituent LLCs and shall be subject to all restrictions, disabilities, and duties of each of the Constituent LLCs. All rights, causes of action, property and assets of whatsoever kind or description whether real, personal, tangible, or intangible, of each of the Constituent LLCs, and all debts due on whatever account to any of them, shall be taken and be deemed to be transferred to and vested in the Surviving Entity without further act or deed. Title to all real or personal property and any interest therein vested in the Constituent LLCs shall not revert or be in any way impaired by reason of the merger. The parties shall execute and deliver confirmatory deeds, assignments, or other instruments of transfer, if deemed necessary by the Surviving Entity, to evidence such transfer or devolution of such property, right, privilege or franchise, which shall be executed and delivered in the name of M&M Missouri by the last acting officers thereof or by the corresponding officers of the Surviving Entity.

3. The Operating Agreement and the Articles of Organization of the Surviving Entity shall not be changed by the merger.

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4. As of the Effective Date of the merger, the manager or managers of M&M Florida shall continue in office until their successors are duly elected and qualified under the provision of the Operating Agreement of M&M Florida.

5. The name and address of the manager of the Surviving Entity is as follows:

Daniel M. Jungers
6435 Moorings Point Circle, Unit 201
Bradenton, FL 34202

6. The Missouri notice of merger and Florida articles of merger shall be prepared and filed in accordance with applicable law and the merger shall become effective upon the date of issuance of a certificate of merger by the Secretary of State of the State of Florida (said date herein referred to as the "Effective Date" of the merger).

7. Pursuant to RSMo. Section 347.128(3), the parties to this merger acknowledge that no conversion of membership interests of M&M Missouri into membership interests of M&M Florida will occur as a result of this merger because Jungers is the one hundred percent (100%) owner of Trenchless, which in turn is the one hundred percent (100%) owner of M&M Florida.

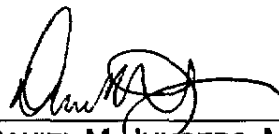
8. Pursuant to Florida Statutes Chapter 608.4381(1) and RSMo. Section 347.079.3, Jungers hereby approves and authorizes the Constituent LLCs to enter into the Agreement.

[SIGNATURE PAGE FOLLOWS]

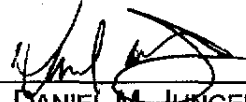
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IN WITNESS WHEREOF, each of the Constituent LLCs, has caused this instrument to be executed as of the day and year first above written.

M&M MISSOURI:
M & M PIPE SUPPLY, LLC,
a Missouri limited liability company

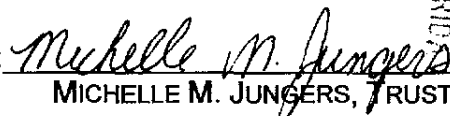
By: 
DANIEL M. JUNGERS, MANAGER

M&M FLORIDA:
M & M PIPE SUPPLY, LLC,
a Florida limited liability company

By: 
DANIEL M. JUNGERS, MANAGER
6435 MOORINGS POINT CIRCLE, UNIT 201
BRADENTON, FL 34202

CONSENT TO THE MERGER BY THE MEMBER

JUNGERS:
THE MICHELLE M. JUNGERS DECLARATION OF
TRUST, U/T/A DATED DECEMBER 22, 1999

By: 
MICHELLE M. JUNGERS, TRUSTEE

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