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Account Name : GASSMAN & ASSOCIATES, P.A.  
Account Number : 075350000514  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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05-78010

MERGER OR SHARE EXCHANGE

PARK CENTER, L.L.C.

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H050002771223

## 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:

Name and Street AddressJurisdictionEntity Type

1. WARREN CONTRACTORS, INC.

MICHIGAN

CORPORATION

901 Wilshire Drive

Troy, MI 48068

Florida Document/Registration Number:

FEI Number:

2.

Florida Document/Registration Number:

FEI Number:

3.

Florida Document/Registration Number:

FEI Number:

4.

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>
<u>PARK CENTER, L.L.C.</u>	<u>FLORIDA</u>	<u>LIMITED LIABILITY COMPANY</u>
<u>11414 NNFIELD DRIVE</u>		
<u>ODESSA, FL 33556</u>		

Florida Document/Registration Number: L05000078010

FEI 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, 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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**NINTH:** The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

**OR**

(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:**

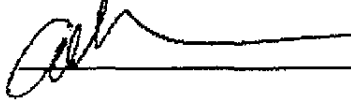
**(Note: Please see instructions for required signatures.)**

Name of Entity \_\_\_\_\_

Signature(s) \_\_\_\_\_

Typed or Printed Name of Individual \_\_\_\_\_

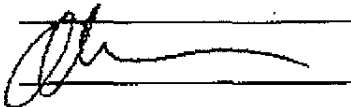
WARREN CONTRACTORS, INC.



ALAN S. GASSMAN,

VICE PRESIDENT

PARK CENTER, L.L.C.



ALAN S. GASSMAN,

AUTHORIZED REPRESENTATIVE

(Attach additional sheet(s) if necessary)

Audit Fax # H050002771223

Audit Fax #: 4050002771223**PLAN OF MERGER****(Cross-Merger of foreign corporation into domestic L.L.C.)**

The following Plan of Merger is submitted in compliance with section 607.1101, F.S., and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the Surviving Company:

<u>Name</u>	<u>Jurisdiction</u>
PARK CENTER, L.L.C.	Florida

The name and address of the Manager of the Surviving Company is:

MATT M. FARHADI  
11414 Innfields Drive  
Odessa, FL 33556

The name and jurisdiction of the Merged Corporation:

<u>Name</u>	<u>Jurisdiction</u>
WARREN CONTRACTORS, INC.	Michigan

The name and address of the President of the Merged Corporation is:

MATT M. FARHADI  
11414 Innfields Drive  
Odessa, FL 33556

The manner of merging the Merged Corporation into the Surviving Company is as follows:

**ARTICLE 1. PLAN OF MERGER**

- 1.0. WARREN CONTRACTORS, INC. shall be merged with and into PARK CENTER, L.L.C., to exist and be governed by the laws of the State of Florida.

**PLAN OF MERGER****PAGE 1**

Alan S. Gassman, Esquire  
1245 Court Street, Suite 102  
Clearwater, FL 33756  
(727) 442-1300  
Florida Bar #: 371750  
Audit Fax #: 4050002771223

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- 1.01 The name of the Surviving Company shall be PARK CENTER, L.L.C.
- 1.02 When this agreement shall become effective, the separate corporate existence of WARREN CONTRACTORS, INC. shall cease, and the Surviving Company shall succeed, without other transfer, to all the rights and property of WARREN CONTRACTORS, INC. and shall be subject to all the debts and liabilities of the Merged Corporation 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 corporation shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the merger.
- 1.03 The Surviving Company will carry on business with the assets of WARREN CONTRACTORS, INC., as well as with the assets of PARK CENTER, L.L.C.
- 1.04 The Shareholders of WARREN CONTRACTORS, INC. will surrender all of their shares in the manner hereinafter set forth.
- 1.05 In exchange for the shares of WARREN CONTRACTORS, INC. surrendered by its shareholders, the Members of PARK CENTER, L.L.C. will retain their 50/50 ownership in the Surviving Company.
- 1.06 The Articles of Organization of PARK CENTER, L.L.C., as existing on the Effective Date of the merger, shall continue in full force as the Articles of Organization of the Surviving Company until altered, amended, or repealed as provided in the Articles or as provided by law.
- 1.07 The Effective Date of the merger (Effective Date) shall be October 15, 2005.

## ARTICLE 2. BUSINESS PURPOSE

- 2.01 The parties to this Agreement agree that the proposed merger is for the business purpose of lowering costs and increasing efficiencies with regard to the conduct of Merging Corporation's business in the State of Florida, to eliminate the necessity of dual registration with tax authorities in Michigan and Florida, and to have a sole nexus in the state of Florida

PLAN OF MERGER

PAGE 2

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### ARTICLE 3. MANNER OF CONVERTING SHARES

#### Manner

- 3.0] The holders of shares of WARREN CONTRACTORS, INC. shall surrender their shares in exchange for their 50/50 ownership of the Surviving Company to which they are entitled and have ownership of.

### ARTICLE 4. DIRECTORS AND OFFICERS

- 4.0] (a) The present Board of Directors of PARK CENTER, L.L.C. shall continue to serve as the Board of Directors of the Surviving Company until the next annual meeting or until their successors have been elected and qualified.
- (b) If a vacancy shall exist on the Board of Directors of the Surviving Company on the Effective Date of the merger, the vacancy may be filled by the shareholders as provided in the Operating Agreement of the Surviving Company.
- (c) All persons who as of the Effective Date of the merger shall be executive or administrative officers of PARK CENTER, L.L.C. shall be the officers of the Surviving Company as of the time of reorganization.

### ARTICLE 5. BYLAWS AND SHAREHOLDER AGREEMENT

- 5.0] It is acknowledged that a Shareholder Agreement dated September 8, 2005 has existed for Warren Contractors, Inc. and shall continue to apply in full force and effect, as shall the Operating Agreement of Park Center, L.L.C., with any conflict between such governing documents to be resolved in favor of the Shareholder's Agreement, and with the Shareholder's Agreement to be construed in a manner consistent with terminology and application to a Florida Limited Liability Company.

#### PLAN OF MERGER

PAGE 3

Alan S. Gasman, Esquire  
1245 Court Street, Suite 102  
Clearwater, FL 33756  
(727) 442-1800  
Florida Bar #: 371750  
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IN WITNESS WHEREOF, the parties have executed this Plan of Merger, effective this 15 day of October, 2005.

Surviving Company:

PARK CENTER L.L.C.

By:   
MATT M. FARHADI

Its: Manager

and,

By:   
SALVATORE CERULLO

Its: Manager

MERGING CORPORATION:

WARREN CONTRACTORS, INC.

By:   
MATT M. FARHADI

Its: President