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 Division of Corporations

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L06000029512

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 DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

Captain Jack's Handling, Recycling and Storage, LLC

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PAGE 001/001 Florida Dept of State



December 28, 2006

FLORIDA DEPARTMENT OF STATE

Division of Corporations

CAPTAIN JACK'S HAULING, RECYCLING AND STORAGE, LLC
11315 CARTER ROAD
PALMETTO, FL 34221

SUBJECT: CAPTAIN JACK'S HAULING, RECYCLING AND STORAGE, LLC
REF: L06000029512

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The plan of merger must be attached/included.

Please return your document, along with a copy of this letter, within 5 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Marsha Thomas
Document Specialist

FAX Aud. #: H06000298134
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AGE 04

ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Chapter 607, 608, 617 and/or 620, Florida Statutes.

First: The name and jurisdiction of the surviving entity:

<u>Name</u>	<u>Jurisdiction and Entity Type</u>	<u>Document Number</u>
CAPTAIN JACK'S HAULING, RECYCLING AND STORAGE, LLC	, a Florida limited liability company	L06000029312

Second: The name and jurisdiction of each merging entity:

<u>Name</u>	<u>Jurisdiction and Entity Type</u>	<u>Document Number</u>
PRESSURE POINT, INC.	, a Florida corporation	P04000162473

Third: The attached Plan of Merger was approved by each domestic corporation and/or limited liability company that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617 and/or 620, Florida Statutes.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

Fifth: Adoption of Merger by surviving corporation

The Plan of Merger was adopted by the members of the surviving entity on October 2, 2006

Sixth: Adoption of Merger by merging corporation(s)

PRESSURE POINT, INC. - The Plan of Merger was adopted by the shareholders of the merging entity on October 23, 2006

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AGE 05

Seventh: SIGNATURES FOR EACH CORPORATION

PRESSURE POINT, INC.


BY: John L. Schweigert as President

CAPTAIN JACK'S HAULING, RECYCLING AND STORAGE, LLC


BY: Eric A. Pott, as Managing Member

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AGE 01

AGREEMENT AND PLAN OF MERGER

Among

CAPTAIN JACK'S HAULING, RECYCLING AND STORAGE, LLC

AND

PRESSURE POINT, INC.

THIS AGREEMENT AND PLAN OF MERGER ("Agreement") is dated as of October 23, 2006, among Captain Jack's Hauling, Recycling and Storage, LLC, a Florida liability company ("Surviving Entity"), and the following entity(ies) (individually and collectively referred to as ("Merging Entity")):

PRESSURE POINT, INC., a Florida corporation

RECITALS

A. The respective Boards of Directors of the parties hereto have determined that it is advisable that the Merging Entity(ies) be merged into and become part of the Surviving Entity (the "Merger" with the Surviving Entity continuing as the surviving entity in the Merger (the "Surviving Entity" pursuant and subject to the terms and conditions of this Agreement and applicable law.

B. The Merger is intended to qualify as a "reorganization" under the provisions of Section 368 of the Internal Revenue Code of 1986, as amended (the "Code").

NOW, THEREFORE, the parties agree as follows:

ARTICLE I

THE MERGER

1.1 THE MERGER. Upon the terms and subject to the conditions set forth in this Agreement, and in accordance with applicable law, at the Effective Time of the Merger (as defined in SECTION 1.2), the Merging Entity(ies) shall be merged with and into the Surviving Entity. As a result of the Merger, the separate existence of Merging Entity(ies) shall cease and Surviving Entity shall continue as the Surviving Entity of the Merger.

1.2 EFFECTIVE TIME OF THE MERGER. Subject to the terms and conditions of this Agreement, the Articles of Merger (the "Florida Articles of Merger") shall be executed and filed with the Secretary of State of the State of Florida ("Florida Secretary of State") in accordance with the Florida Business Corporations Act at or as soon as practicable after the Closing (as defined in SECTION 1.3). The Merger shall become effective upon such filing of the Florida Articles of Merger (the "Effective Time of the Merger").

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AGE 02

1.3 CLOSING. Subject to the terms and conditions of this Agreement, the closing of the Merger (the "Closing") will take place as soon as practicable after satisfaction or, if permissible, waiver of the latest to occur of the conditions set forth in ARTICLE IV hereof (the "Closing Date"), at the offices of the Surviving Entity, unless another date or place is agreed to in writing by the parties hereto.

1.4 EFFECTS OF THE MERGER. At the Effective Time of the Merger, the effect of the Merger shall be as provided in the provisions of applicable law. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time of the Merger, all of the property, rights, privileges, powers and franchises of the Merging Entity(ies) shall vest in the Surviving Entity(ies); all debts, liabilities and duties of the Merging Entity(ies) shall become the debts, liabilities and duties of the Surviving Entity.

ARTICLE II

EFFECT OF THE MERGER ON THE CAPITALIZATION OF THE CONSTITUENT ENTITIES

2.1 EFFECT ON CAPITALIZATION. As of the Effective Time of the Merger, by virtue of the Merger and without any action on the part of the constituent entities or the holders of the securities or ownership interests in them:

(a) **CONVERSION OF SHARES OR INTERESTS.** Ownership interest of the Surviving Entity will remain the same. No additional ownership interests will be issued to the owners of the Merging Entity, as the ownership interests are the same.

2.2 TAX CONSEQUENCES. It is intended by the parties hereto that the Merger shall constitute a reorganization within the meaning of applicable Section 368 of the Code.

2.3 CANCELLATION OF STOCK. At the Effective Time of the Merger, each ownership interest of the Merging Entity(ies) that is issued and outstanding immediately prior to the Effective Time of the Merger shall be cancelled and retired and all rights in respect thereof shall cease to exist without any conversion thereof or payment therefor and no stock of the Surviving Entity or other consideration shall be delivered in exchange therefore unless otherwise specifically provided herein.

2.4 STOCK TRANSFER BOOKS. At the Effective Time of the Merger, the stock transfer books for the Merging Entity(ies) shall be deemed closed, and no transfer of such shares shall thereafter be made or consummated.

ARTICLE III

ADDITIONAL AGREEMENTS

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AGE 03

3.1 DIRECTORS AND MANAGEMENT OF SURVIVING ENTITY AFTER THE EFFECTIVE TIME OF THE MERGER. Upon the Effective Time of the Merger, the Board of Directors or Managers or Managing Members of Surviving Entity as the case may be will consist of the persons serving as directors of Surviving Entity immediately prior to the Effective Time of the Merger. In addition, upon the Effective Time of the Merger, management of Surviving Entity will consist of the persons serving as Surviving Entity's management team immediately prior to the Effective Time of the Merger, as listed below:

Eric A. Porr, Managing Member

11315 Carter Road, Palmetto, FL 34221

3.2 CONSENT. Each of the parties shall promptly apply for or otherwise seek, and use its best efforts to obtain, all consents and approvals required to be obtained by it for consummation of the Merger.

IN WITNESS WHEREOF, constituent entities have caused this Agreement to be executed and delivered by their respective officers thereunto duly authorized, all as of the date first written above. This Agreement shall be governed in all respects, including validity, interpretation and effect, by the laws of the State of Florida (excluding the choice-of-law rules thereof).

CAPTAIN JACK'S HAULING, RECYCLING AND STORAGE, LLC

By: 

Name: Eric A. Porr

Title: Managing Member

PRESSURE POINT, INC.

By: 

Name: John L. Schweigart

Title: President

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