

Division of Corporations

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Florida Department of State

Division of Corporations

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MERGER OR SHARE EXCHANGE

Skaffco Engineering & Manufacturing LLC

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ARTICLES OF MERGER
MERGING SKAFFCO ENGINEERING & MANUFACTURING INC
INTO SKAFFCO ENGINEERING & MANUFACTURING LLC

Pursuant to the provisions of Section 607.1109 of the Florida Business Corporation Act, SKAFFCO ENGINEERING & MANUFACTURING LLC, a Florida limited liability company, as the Surviving Entity, hereby delivers these Articles of Merger for the purpose of merging SKAFFCO ENGINEERING & MANUFACTURING INC, a Florida corporation, into SKAFFCO ENGINEERING & MANUFACTURING LLC, a Florida limited liability company.

1. A copy of the Plan of Merger adopted by the constituent entities (the "Plan") is attached hereto as Exhibit A.
2. The Plan was approved SKAFFCO ENGINEERING & MANUFACTURING INC, in accordance with the applicable provisions of the Florida Business Corporation Act.
3. The Plan was approved SKAFFCO ENGINEERING & MANUFACTURING LLC, in accordance with the applicable provisions of the Florida Limited Liability Company Act.

Dated: April 1, 2007

SKAFFCO ENGINEERING & MANUFACTURING INC

By: 

Name: Habib Skaff

Title: President

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SKAFFCO ENGINEERING & MANUFACTURING LLC

By: 

Name: Habib Skaff

Title: President

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Exhibit A

PLAN OF MERGER

This PLAN OF MERGER (this "Plan") is hereby adopted by SKAFFCO ENGINEERING & MANUFACTURING INC, a Florida corporation ("Skaffco Inc"), and SKAFFCO ENGINEERING & MANUFACTURING LLC, a Florida limited liability company ("Skaffco LLC"), and a wholly-owned subsidiary of SKAFF CORPORATION OF AMERICA, a Florida corporation ("SCA"), for the purpose of merging Skaffco Inc into Skaffco LLC pursuant to Section 607.1108 of the Florida Business Corporation Act and Section 608.438 of the Florida Limited Liability Company Act. Skaffco LLC is sometimes referred to herein as the "Surviving Entity".

1. Parties to the Merger. The names of the entities planning to merge are SKAFFCO ENGINEERING & MANUFACTURING INC and SKAFFCO ENGINEERING & MANUFACTURING LLC. The name of the surviving entity is SKAFFCO ENGINEERING & MANUFACTURING LLC.
2. Terms and Conditions of the Merger.
 - (a) Effect of Merger. On the Effective Date (as defined in Section 4(a) of this Plan), Skaffco Inc will be merged with and into Skaffco LLC pursuant to and in accordance with Section 607.1108 of the Florida Business Corporation Act and Section 608.438 of the Florida Limited Liability Company Act, in a transaction intended to be treated as a tax-free merger of Skaffco Inc into SCA pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended. The separate existence of Skaffco Inc shall thereupon cease, and Skaffco LLC, as the Surviving Entity, shall be fully vested in the rights, privileges, immunities, powers and franchises of Skaffco, subject to its restrictions, liabilities, disabilities, and duties.
 - (b) Articles of Organization and Operating Agreement. The Articles of Organization and Operating Agreement of Skaffco LLC as in effect immediately prior to the Effective Date shall be the Articles of Organization and Operating Agreement of the Surviving Entity until further amended as provided by law.
 - (c) Managers and Officers. The managers and officers of Skaffco LLC on the Effective Date shall be the managers and officers of the Surviving Entity for their remaining terms and until their successors are duly appointed and qualified. The name and mailing address of the manager of Skaffco LLC are:

HABIB SKAFF
489 Lucerne Avenue
Tampa, Florida 33606

3. Treatment of Equity Interests.
 - (a) Skaffco Inc. On the Effective Date, each share of Skaffco Inc capital stock issued and outstanding immediately prior to the Effective Date (collectively, the

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"Skaffco Inc Shares") will be converted into the right to receive eight-tenths (0.8) of a share of voting common stock of SCA. After the Effective Date, no Skaffco Inc Shares will be deemed outstanding or to have any rights other than those set forth in this Section 3(a).

- (b) Skaffco LLC. On and after the Effective Date, each membership interest of Skaffco LLC currently issued and outstanding will remain outstanding and shall represent issued and outstanding membership interests of the Surviving Entity.

4. General Provisions.

- (a) Effective Date. The merger of Skaffco Inc into Skaffco LLC will become effective at 12:01 a.m. on April 1, 2007 (the "Effective Date").
- (b) Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the merger abandoned by the governing board of either constituent entity, notwithstanding favorable action by the shareholders or members of the constituent entities.

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