

L08000034396

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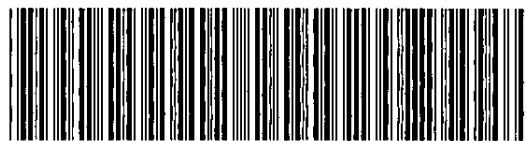
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RECEIVED
08 APR 30 PM 3:13
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
08 APR 30 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. KOHR

MAY 1 2008

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 551884 7479869

AUTHORIZATION :

COST LIMIT : \$ 90.00

ORDER DATE : April 30, 2008

ORDER TIME : 12:05 PM

ORDER NO. : 551884-025

CUSTOMER NO: 7479869

Lyndee
08 APR 30 AM 8:32
FILED
CLERK OF SUPERIOR COURT
JACKSONVILLE, FLORIDA

ARTICLES OF MERGER

WAREMAC, INC.

INTO

WAREMAC, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with section(s) 607.1109 and 608.4382 of the Florida Statutes.

FIRST: The name, street address of its principal office, jurisdiction, and entity type of each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
WAREMAC, INC. 1499 SW 30 th Avenue Suite 16 Boynton Beach, FL 33426	Florida	Corporation

Florida Document/Registration Number: P95000056597

SECOND: The 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>
WAREMAC, LLC 1499 SW 30 th Avenue Suite 16 Boynton Beach, FL 33426	Florida	Limited Liability Company

Florida Document/Registration Number: L08000034396

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108 and 608.438, Florida Statutes, and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Chapter(s) 607 and 608, Florida Statutes.

FOURTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by agreement, regulations or articles of organization of any limited liability company that is a party to the merger.

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

FILED
08 APR 30 AM 8:32
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

SIXTH: The Articles of Merger comply and were executed in accordance with the laws of Florida.

SEVENTH: SIGNATURES FOR EACH PARTY:

**WAREMAC, INC., a Florida corporation,
merging party**

By: 
David E. Mackey, III, President

**WAREMAC, LLC, a Florida limited liability company,
surviving party**

By: 
David E. Mackey, III, Manager

PLAN OF MERGER

The following Plan of Merger which was adopted and approved by each party to the merger in accordance with Florida Statutes sections 607.1107 and 608.4381 is being submitted in accordance with Florida Statutes sections 607.1108, and 608.438.

FIRST: The name and jurisdiction of the merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
WAREMAC, INC.	Florida

SECOND: The name and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
WAREMAC, LLC	Florida

THIRD:

A. The terms and conditions of the merger and the manner and basis of converting the interests, shares, obligations or other securities of the merged party into the interests, shares, obligations or other securities of the surviving party, in whole or in part, into cash or other property are as follows:

On the effective date of the merger, the shareholders of the merged party will own all of the membership interests of the surviving party and will own such interests solely by reason of their ownership of stock in the merged party immediately prior to the merger. The surviving party's members and percentage membership ownership interests will be identical to the merged party's shareholders and percentage shareholder interests which existed immediately prior to the merger.

The fair market value of the membership interests received in the merger will be equal to the fair market value of the stock that will be surrendered in the exchange. The shareholders of the merged party will receive no consideration for their stock other than the membership interests of the surviving party.

All shares of surviving party's membership interests into which all shares of common stock of the merged party shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted common stock. Each certificate of the surviving party's membership interest that is issued and outstanding on the effective date of this merger shall continue as outstanding membership interests of the surviving party.

On the effective date of this merger, the assets and liabilities of the merged party shall become the assets and liabilities of the surviving party. No assets will be distributed. On the effective date of this merger, the separate existence of the merged party shall cease, and the surviving party shall be fully vested in the merged party's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth under Florida Statutes section 608.4383, and all applicable Florida law. Following the merger, the surviving party will conduct the same business as that conducted by the merged party immediately prior to the merger.

This Plan of Merger is intended to effectuate a mere change in form as a tax-free reorganization consistent with Section 368(a)(1)(F) of the Internal Revenue Code.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving party, in whole or in part, into cash or other property are as follows:
NONE

FOURTH: Other provisions, if any, relating to the merger:

Supplemental Action. If at any time after the effective date, the surviving party shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of surviving party or merged party, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of surviving party, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in surviving party, or to otherwise carry out the provisions of this Plan.

Filing with the Florida Secretary of State and Effective Date. Merged party and surviving party shall cause their respective officers and/or managers to execute Articles of Merger in the form attached to this Agreement and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by the surviving party to the Florida Department of State.

Effective Date. The effective date of this Plan shall be the date of filing of the Articles of Merger with the Florida Department of State.

FIFTH: Signatures for each party:

**WAREMAC, INC., a Florida corporation,
merged party**

By: _____

David E. Mackey, III, President

**WAREMAC, LLC, a Florida limited liability company,
surviving party**

By: _____

David E. Mackey, III, Manager

1499 SW 30th Ave., Suite 16, Boynton Beach, FL 33426