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TALLAHASSEE, FLORIDA

M. THOMAS

DEC 11 2009

EXAMINER

LAW OFFICES  
**DAVID M. PRESNICK, P.A.**

Reply To:

David M. Presnick

Of Counsel:

Bradly Roger Bettin, Sr., P.A.

E-Mail: [David@presnicklaw.com](mailto:David@presnicklaw.com)

Mariner Square  
96 Willard Street, Suite 202  
Cocoa, Florida 32922  
Telephone (321) 639-3764  
Fax (321) 639-3911

December 8, 2009

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Merger of Van-Loc, Inc., a Florida corporation into KDI, LLC, a Florida limited liability company

Dear Ladies and Gentlemen:

Enclosed for filing is a Certificate of Merger in regard to the above two (2) entities. The surviving entity will be KDI, LLC, a Florida limited liability company.

In addition is our check in the amount of \$122.50 to cover the filing fee as follows:

1.	Articles of Merger for two entities:	\$70
2.	Certified copy of Articles:	\$52.50
	Total	\$122.50

We appreciate it if you would send the certified Articles of Merger to the undersigned at the address listed above.

Should you have any questions regarding the foregoing, please call.

Sincerely,

  
David M. Presnick

DMP/rlr

cc: Jean Biscontini

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF MERGER**

**OF**  
**VAN-LOC, INC. - P98-53642**  
**INTO**  
**KDI, LLC L09-61754**

**A CERTIFICATE OF MERGER** between Van-Loc, Inc., a Florida corporation and KDI, LLC, a Florida limited liability company.

Pursuant to §607.1108 and §608.4382, Florida Statutes, Van-Loc, Inc. and KDI, LLC adopt the following Certificate of Merger.

**ARTICLE I**

The Agreement and Plan of Merger dated December 4, 2009, (the "Plan of Merger") between Van-Loc, Inc. and KDI, LLC, was approved and adopted by all the shareholders and the Board of Directors of Van-Loc, Inc. on December 4, 2009, in accordance with the applicable provisions of Chapter 607 of the Florida Statutes, and was approved and adopted by both all the Managers and Members of KDI, LLC on December 4, 2009, in accordance with the applicable provisions of Chapter 608 of the Florida Statutes.

**ARTICLE II**

Pursuant to the Plan of Merger, all issued and outstanding shares of stock of Van-Loc, Inc. will be acquired by means of a merger of Van-Loc, Inc. into KDI, LLC, the surviving entity (the "Merger").

**ARTICLE III**

The Plan of Merger is attached hereto as Exhibit "A" and incorporated herein by this reference.

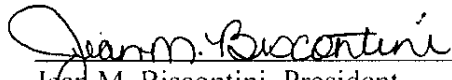
**ARTICLE IV**


Pursuant to §607.1108(4)(b) and §608.4382(1)(f), Florida Statutes, the effective date of the Merger shall be the date of filing of the Certificate of Merger with the Department of State.

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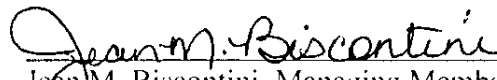
IN WITNESS WHEREOF, the parties have set their hands this 4<sup>th</sup> day of December, 2009.

**KDI, LLC**, a Florida limited liability  
company

  
Jean M. Biscontini, President

  
Serena Biscontini, Secretary

**VAN-LOC, INC.**, a Florida corporation

  
Jean M. Biscontini, Managing Member

  
Serena Biscontini, Managing Member

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TALLAHASSEE, FLORIDA

EXHIBIT "A"

**AGREEMENT AND PLAN OF MERGER  
OF  
VAN-LOC, INC.  
INTO  
KDI, LLC**

THIS AGREEMENT AND PLAN OF MERGER is made this 4<sup>th</sup> day of December, 2009, by and between **KDI, LLC**, a Florida limited liability limited company (the "Surviving Organization") and **VAN-LOC, INC.**, a Florida corporation (the "Disappearing Organization") (collectively, the "Constituent Organization").

**WITNESSETH:**

**WHEREAS**, the shareholders and the Board of Directors of the Disappearing Organization have determined that it is advisable that the Disappearing Organization be merged into the Surviving Organization (the "Merger") upon the terms, and subject to the conditions set forth in this Plan of Merger (the "Plan");

**WHEREAS**, the Managing Members of the Surviving Organization have determined that it is advisable that the Disappearing Organization be merged into the Surviving Organization, on the terms and conditions herein set forth; and

**WHEREAS**, this Merger is being effected pursuant to this Plan and in accordance with §607.1108 and §608.438 of the Florida Statutes.

**NOW, THEREFORE**, in consideration of the promises and of the mutual agreements, covenants, and provisions contained herein, the parties hereto agree as follows:

1. Articles of Organization. The Articles of Organization of the Surviving Organization in effect immediately prior to the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Organization of the Surviving Organization from and after the Effective Date until further amended as permitted by law.

2. Conversion of Interest. Upon the Effective Date, each share of stock in the Disappearing Organization existing at that time shall be converted into one (1) membership unit of the Surviving Organization in accordance with this Plan. Each Membership unit of the Surviving Organization that is issued and outstanding on the Effective Date shall continue as an outstanding membership unit of the Surviving Organization.

3. Satisfaction of Rights of the Disappearing Organization's Shareholders. All membership units of the Surviving Organization into which shares of stock in Disappearing Organization shall have been converted and become exchangeable for pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

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4. Fractional Membership Interest. Fractional membership units of the Surviving Organization's membership units, if any, will not be issued.

5. Management. The Surviving Organization is a Florida limited liability company and management thereof is vested in one or more Managing Members. The names and business addresses of both Managing Members of the Surviving Organization are as follows:

Jean M. Biscontini, Managing Member  
4017 Shuttle Court  
Merritt Island, Florida 32953

Serena Biscontini, Managing Member  
2097 Hidden Grove Lane, Apart. 105  
Merritt Island, Florida 32953

6. Effect of Merger. On the Effective Date, the separate existence of the Disappearing Organization shall cease, and the Surviving Organization shall be fully vested in the Disappearing Organization's rights, privileges, immunities, powers and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.11101 and §608.4383 of the Florida Statutes.

7. Supplemental Action. If, at any time after the Effective Date, the Surviving Organization shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further actions is necessary or desirable to carry out the provisions of this Plan, the appropriate authorized representatives of the Surviving Organization or the Disappearing Organization, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of the Surviving Organization, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to perfect, confirm, or record such title thereto in the Surviving Organization, or to otherwise carry out the provisions of this Plan.

8. Filing with the Florida Department of State and Effective Date. Upon execution of this Plan, the Disappearing Organization and the Surviving Organization shall cause their respective authorized representatives to execute a Certificate of Merger in the form attached hereto and upon such execution this Plan shall be deemed incorporated by reference into the Certificate of Merger as if fully set forth therein and shall become an exhibit to such Certificate of Merger. Thereupon, the Surviving Organization shall deliver for filing such Certificate of Merger to the Florida Department of State. In accordance with §607.1108 and §608.4382(1)(f) of the Florida Statutes, the Certificate of Merger shall specify the "Effective Date," which shall be the date of filing of the Certificate of Merger.

9. Termination. At any time before the Effective Date this Plan may be terminated and the Merger abandoned by mutual consent of the shareholders of the Disappearing Organization and the Managing Members of the Surviving Organization, notwithstanding favorable action by the Managing Members of the Surviving Organization.

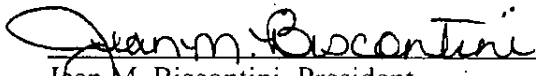
10. Consent. Each shareholder and member of the Board of Directors of the Disappearing Organization and each and every Managing Member of the Surviving Organization has consented to this Merger.

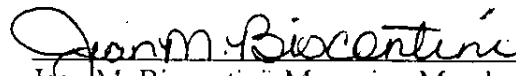
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IN WITNESS WHEREOF, the parties have set their hands this 4<sup>th</sup> day of December, 2009.


KDI, LLC, a Florida limited liability company

VAN-LOC, INC., a Florida corporation

  
Jean M. Biscontini, President

  
Jean M. Biscontini, Managing Member

  
Serena Biscontini, Secretary

  
Serena Biscontini, Managing Member

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