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FAX NO.

P. 02

Division of Corporations

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Florida Department of State

Division of Corporations

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From:

Account Name : SHUTTS & BOWEN, LLP

Account Number : 076447000313.

Phone : (305) 358-6300

Fax Number : (305) 381-9982

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MERGER OR SHARE EXCHANGE

Carnicon Holdings Company L.L.C.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$105.00

90.00

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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with Section 607.1109, Florida Statutes.

Article I - Merging Entity

The exact name, street address of its principal office, jurisdiction and entity type for the merging entity is as follows:

CARNICON HOLDINGS CORP., a Florida corporation
1950 Stemmons Freeway, Suite 6001
Dallas, Texas 75207

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Article II - Surviving Entity

The exact name, street address of its principal office, jurisdiction and entity type for the surviving entity is as follows:

CARNICON HOLDINGS COMPANY, L.L.C., a Delaware limited
liability company
345 Park Avenue
New York, New York 10154

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Article III - Plan of Merger

The Plan of Merger, which is attached to these Articles of Merger, meets the requirements of Section 607.1108, Florida Statutes, and was approved by each domestic corporation that is a party to the merger in accordance with Chapter 607, Florida Statutes. The Plan of Merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the jurisdiction in which such entity was formed, organized or incorporated.

Article IV - Applicable Law

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

Article V - Effective Date

The effective date of the Merger shall be the date of filing of these Articles of Merger.

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Article VI - Articles of Merger

These Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

Article VII - Provisions Regarding Surviving Entity

The surviving entity hereby appoints the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation of the rights of dissenting shareholders of an entity that is a party to this merger. In addition, the surviving entity has agreed to promptly pay to the dissenting shareholders of an entity that is a party to this merger any amounts, if any, to which they are entitled under Florida Statutes Section 607.1302.

"Merging Entity"

CARNICON HOLDINGS CORP., a Florida corporation

By: 

Kenneth A. Caplan, Managing
Director and Vice President

"Surviving Entity"

CARNICON HOLDINGS COMPANY, L.L.C.
Delaware limited liability company

By: 

Kenneth A. Caplan, Managing
Director and Vice President

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PLAN OF MERGER

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Sections 607.1103, 608.4381, and/or 620.202, Florida Statutes, is being submitted in accordance with Section 607.1108, 608.438, and/or 620.201, Florida Statutes.

Article I - Merging Entity

The name, street address of its principal office, jurisdiction and entity type of the merging entity, is as follows:

CARNICON HOLDINGS CORP., a Florida corporation
1950 Stemmons Freeway, Suite 6001
Dallas, Texas 75207

Article II - Surviving Entity

The name, street address of its principal office, jurisdiction and entity type of the surviving entity, is as follows:

CARNICON HOLDINGS COMPANY, L.L.C., a Delaware limited liability company
345 Park Avenue
New York, New York 10154

Article III - Terms and Conditions

The terms and conditions of the merger are as follows:

CARNICON HOLDINGS CORP., a Florida corporation (the "Corporation") shall be merged with and into CARNICON HOLDINGS COMPANY, L.L.C., a Delaware limited liability company (the "LLC") (the "Merger"). All of the shareholders and members of the Corporation and the LLC, respectively, shall combine all of the rights, property and liability of both entities into a single entity under the Merger. Each entity who is a member of the LLC immediately prior to the effective date of the Merger shall, by virtue of the Merger and without any action on the part of any person or entity, cease to be a member of the LLC. Promptly following the execution of this Plan of Merger by the managing director and vice president of the Corporation and the managing director and vice president of the LLC, the managing director and vice president of the LLC shall file Articles of Merger with the Florida Secretary of State.

Article IV - Basis and Manner of Converting Interests

The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations of the survivor, in whole or in part, into cash or other property are as follows:

The interest of each shareholder in the Corporation, represented as shares of stock, shall be converted into an equal percentage interest in the LLC, and such membership

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interest shall be reflected in an operating agreement of the LLC, which is to be adopted by the members of the LLC.

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 entity, in whole or in part, into cash or other property are as follows:

The right to acquire shares of stock of the Corporation shall be converted into an equal right to acquire membership interest of the LLC and shall be reflected in an operating agreement to be adopted by all the members of the LLC.

Article V - Surviving Entity

The names and addresses of all of the managers of CARNICON HOLDINGS COMPANY, L.L.C., the surviving entity in this Merger, are:

Kenneth A. Caplan
345 Park Avenue
New York, New York 10154

Anthony W. Beovich
345 Park Avenue
New York, New York 10154

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