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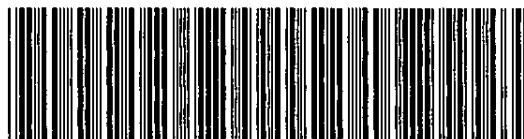
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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GORNTO & GORNTO, P.A.

ATTORNEYS AT LAW

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July 13, 2012

VIA FEDERAL EXPRESS #793786021010

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Merger of EOD Holdings, LLC (Maine) into EOD Holdings, LLC (Florida)

Dear Sir or Madam:

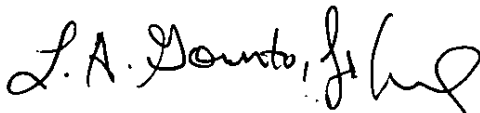
Enclosed are the original and one copy of the proposed Certificate of Merger for the above-referenced entities and an attached Agreement and Plan of Merger.

I would appreciate your filing these documents upon receipt and forwarding one certified copy of the Certificate of Merger and the certification page to me by U.S. Mail on the date of filing.

I have enclosed a check in the amount of \$80.00 for all costs, including filing fees.

Thank you for your assistance in this matter.

With kindest regards,



L. A. Gornto, Jr.
LAG/ml
Enclosures

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CERTIFICATE OF MERGER

by and between
EOD Holdings, LLC, a Maine limited liability company
and
EOD Holdings, LLC, a Florida limited liability company

The following Articles of Merger are being submitted in accordance with §608.4382 of the Florida Statutes (collectively the "Florida Act") and with §1642 of the Maine Statutes, known as the Maine Limited Liability Company Act (the "Maine Act").

FIRST: The exact name, jurisdiction and entity type, for the **merging** party to that certain Plan of Merger dated as of July 6, 2012 (the "Plan of Merger"), are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
EOD Holdings, LLC	Maine	Limited liability company

SECOND: The exact name, jurisdiction and entity type of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
EOD Holdings, LLC	Florida	Limited liability company

Florida Document Number: L12000058337

THIRD: The Plan of Merger, which is attached hereto as Exhibit A and made a part hereof, meets the requirements of the Florida Act and the Maine Act and was duly authorized and approved by each of the limited liability companies that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617 and/or 620 of the Florida Statutes and Chapter 21 of the Maine Statutes.

FOURTH: The attached Plan of Merger was approved by the other business entities that are parties to the merger in accordance with the applicable laws of the state, country or jurisdictions under which such other business entity is formed, organized or incorporated.

FIFTH: The effective date of the merger shall be the date the Certificate of Merger is filed with the Florida Department of State and the Maine Secretary of State.

SIXTH: Signatures for merging party and surviving party:

EOD Holdings, LLC,
a Maine limited liability company

By: 

Edward O. Darling, Sole Member
and Manager

EOD Holdings, LLC,
a Florida limited liability company

By: 

Edward O. Darling, Manager

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EXHIBIT

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A

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of July 6, 2012, by and between **EOD Holdings, LLC**, a Maine limited liability company (the "Maine LLC"), and **EOD Holdings, LLC**, a Florida limited liability company (the "Florida LLC") (collectively, the "Constituent Companies").

WITNESSETH:

WHEREAS, the Maine LLC desires to merge with and into the Florida LLC, with EOD Holdings, LLC, a Florida limited liability company, being the surviving limiting liability company (the "Merger") on the terms and subject to the conditions set forth in this Agreement and Plan of Merger (the "Plan"); and

WHEREAS, as of and effective at the time the Certificate of Merger shall be filed with the Secretary of State of the State of Florida; and

WHEREAS, Edward O. Darling, as the sole Member of the Maine LLC and the sole Member of the Florida LLC and Edward O. Darling, as the sole manager of Florida LLC, each has determined that it is advisable and in the best interests of the Member of the Maine LLC and the Member of the Florida LLC that the Maine LLC be merged with and into the Florida LLC, on the terms and conditions set forth herein, in accordance with Section 608.4381 of the Florida Limited Liability Company Act ("Florida Law") and Section 1642 of the Maine Limited Liability Company Act (the "Maine Act").

NOW, THEREFORE, the Constituent Companies, parties to this Plan, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby agree, as of the Effective Time (as further defined herein), as follows:

1. The Merger. At the Effective Time and in accordance with the provisions of this Plan and the Certificate of Merger as required by Florida Law and the Maine Act (the "Certificate of Merger"), the Maine LLC shall be merged with and into the Florida LLC and the separate existence of the Maine LLC shall cease. EOD Holdings, LLC, as the Florida LLC, shall be the surviving limited liability company in the Merger and shall continue its corporate existence under Florida Law under its current name, EOD Holdings, LLC.

2. Effective Time of the Merger. Simultaneously with or as soon as practicable after the execution of this Plan, the Florida LLC and the Maine LLC will execute the appropriate Certificate of Merger, and shall file or cause to be filed such Certificate of Merger with the Secretary of State of the State of Florida and the Secretary of State of the State of Maine; and the Merger shall become effective at such time (the "Effective Time") as shall be stated in the Certificate of Merger.

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3. Effect of Merger. At the Effective Time, (a) the Florida LLC shall own and possess all assets and property of every kind and description, and every interest therein, wherever located, and all rights, privileges, immunities, power, franchises and authority of a public as well as a private nature, of the Maine LLC, and all obligations owed to, belonging to or due to the Maine LLC, all of which shall be vested in the Florida LLC pursuant to Florida Law without further act or deed, and (b) the Florida LLC shall be liable for all claims, liabilities and obligations of the Constituent Companies, all of which shall become and remain obligations of the Florida LLC pursuant to Florida Law without further act or deed.

4. Surviving Limited Liability Company. At the Effective Time, the Articles of Organization and the Operating Agreement of the surviving entity, the Florida LLC, shall be identical to the Articles of Organization and Operating Agreement of the Florida LLC in effect immediately prior to the Effective Time and in the form attached hereto as Exhibit A-1 and Exhibit A-2. Edward O. Darling shall be the sole Member of the Florida LLC. Edward O. Darling shall be the sole Manager of the Florida LLC until his successor has been duly elected, appointed or qualified, or until the death, resignation or removal in accordance with the Florida LLC's Articles of Organization and Operating Agreement.

5. Closing of the Maine LLC's Transfer Books. At the Effective Time, the transfer books of, or other record of ownership interests in, the Maine LLC shall be closed and no transfer of membership interests of the Maine LLC which were outstanding immediately prior to the Effective Time shall thereafter be made.

6. Status and Conversion of Membership Interest. At the Effective Time, by virtue of the Merger and without any action on the part of the Members of the Maine LLC or Florida LLC, all of the membership interests representing an ownership interest in the Maine LLC at the Effective Time shall be converted into, exchanged for and become membership interest representing an ownership interest of the Florida LLC (the "Conversion Interest"); such Conversion Interest shall, immediately upon conversion, be canceled and cease to exist from and after the Effective Time.

7. Dissenters' Rights. Any holder of the Maine LLC membership interests who, except as otherwise provided by law, would be entitled to vote on the Merger and who wish to dissent, is entitled, if the member complies with the provisions of Florida Law regarding the rights of dissenting members, to be paid the fair value of such member's membership interest.

8. Further Assurances. From time to time from and after the date hereof, the parties will execute and deliver to one another any and all further agreements, instruments, certificates and other documents as may be requested by the other party in order to more fully consummate the transactions contemplated hereby, and to effect an orderly transition of the ownership and operations of the business of the Maine LLC to the Florida LLC.

9. Costs and Expenses. The Florida LLC shall pay all costs and expenses of accomplishing the Merger.

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10. Termination. If for any reason consummation of the Merger is inadvisable in the opinion of the members of the Florida LLC, this Plan may be terminated at any time before the Effective Time by resolution of the members of the Florida LLC. Upon termination as provided in this Plan, this Plan shall be void and of no further force or effect, and there shall be no liability by reason of this Plan or the termination of this Plan on the part of the Maine LLC or the Florida LLC, or their directors, officers, managers, members, employees, agents or shareholders.

11. Miscellaneous.

11.1 Entire Agreement. This Plan and the other agreements and instruments referred to herein constitute the entire agreement between the parties pertaining to the subject matter hereof, and supersede all prior agreements or understandings as to such subject matter.

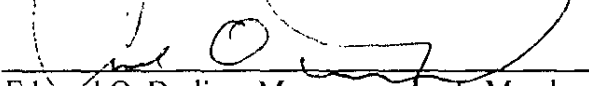
11.2 Amendments and Modifications. At any time before the filing with the Secretary of State of the State of Florida of the Certificate of Merger to be filed in connection with this Plan, the members of the Maine LLC may amend this Plan. If the Certificate of Merger already have been filed with the Secretary of State, an amended Certificate of Merger, if any, shall be filed with the Secretary of State, but only if such amended Certificate of Merger can be filed before the Effective Time.

11.3 Headings. The headings contained in this Plan are for reference purposes only and shall not affect in any way the meaning or interpretation of this Plan.

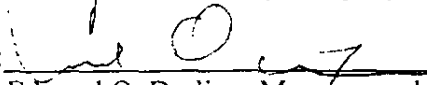
11.4 Governing Law. This Plan shall be construed and interpreted and the rights granted herein governed in accordance with the laws of the State of Florida applicable to contracts made and to be performed wholly within such State.

IN WITNESS WHEREOF, the parties hereto, pursuant to the approval and authority duly given by resolution adopted by their respective members have caused this Agreement and Plan of Merger to be executed by its duly authorized officers as of the date first written above.

EOD HOLDINGS, LLC,
a Maine limited liability company

By: 
Edward O. Darling, Manager and sole Member

EOD HOLDINGS, LLC,
a Florida limited liability company

By: 
Edward O. Darling, Manager and sole Member

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