

L95000001008

Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

SOUTHEAST U.S.A., L.C.

Certificate of Status	0
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ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with F.S. § 607.1109 and F.S. § 608.438.

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

1. **Name and Street Address:** Southeast U.S.A., L.C.
 3040 Estero Blvd.
 Fort Myers Beach, FL 33931

 Jurisdiction: Florida
 Entity Type: Limited Liability Company
 Document/Reg. Number: L95000001008
 FEI Number: 65-0631580

2. **Name and Street Address:** Southeast U.S.A., Inc.
 3040 Estero Blvd.
 Fort Myers Beach, FL 33931

 Jurisdiction: Florida
 Entity Type: Corporation
 Document/Reg. Number: 696298
 FEI Number: 59-2157314

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

1. **Name and Street Address:** Southeast U.S.A., L.C.
 3040 Estero Blvd.
 Fort Myers Beach, FL 33931

 Jurisdiction: Florida
 Entity Type: Limited Liability Company
 Document/Reg. Number: L95000001008
 FEI Number: 65-0631580

THIRD: The Plan of Merger attached as Exhibit A meets the requirements of F.S. § 607.1108 and F.S. § 608.438, and was approved by each domestic corporation that is a party to the merger in accordance with Chapter 607, Florida Statutes, and was approved by each

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limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statutes.

FOURTH: The merger shall become effective as of January 19, 2001.

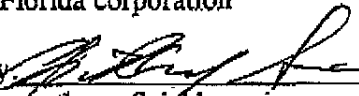
FIFTH: Signatures for each party:

SOUTHEAST U.S.A., L.C.,
a Florida Limited Liability Company

By: 
Anthony Scialdone
Its: President

Date: January 18, 2001

SOUTHEAST U.S.A., INC.,
a Florida corporation

By: 
Anthony Scialdone
Its: Member

Date: January 18, 2001

By: 
Alfredo Russo
Its: Member

Date: January 18, 2001

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EXHIBIT "A"

**PLAN AND AGREEMENT OF MERGER BETWEEN
SOUTHEAST U.S.A., L.C.
a Florida Limited Liability Company
AND
SOUTHEAST U.S.A., INC.
a Florida corporation**

THIS PLAN AND AGREEMENT OF MERGER dated as of the 19th day of January, 2001, is by and among Southeast U.S.A., L.C., a Florida limited liability company (hereinafter sometimes referred to as the "Surviving Entity") and Southeast U.S.A., Inc., a Florida corporation (hereinafter sometimes referred to as the "Merging Entity"), the parties hereto being collectively referred to as the "Constituent Entities":

WITNESSETH:

WHEREAS, the Surviving Entity is a limited liability company duly organized and existing under the laws of the State of Florida, and is organized for the purpose of transacting any and all lawful business for which a limited liability company may be organized under the Florida Limited Liability Company Act, as the same may from time to time be amended; and,

WHEREAS, the Merging Entity is a corporation duly organized and existing under the laws of the State of Florida, and is organized for the purpose of transacting any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act, as the same may from time to time be amended; and,

WHEREAS, The shareholders and Board of Directors of the Merging Entity and all of the members of the Surviving Entity have agreed that the Merging Entity shall merge into the Surviving Entity upon the terms and conditions and in the manner set forth in this Plan and Agreement of Merger;

NOW THEREFORE, the Constituent Entities in consideration of the premises and of the mutual covenants, representations, warranties and agreements contained herein, and for the
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purpose of prescribing the terms and conditions of the merger, the method of carrying the same into effect and such other details and provisions as are deemed necessary or desirable, do hereby agree to merge on the terms and conditions herein provided as follows:

ARTICLE I - GENERAL

1.1 At the Effective Date the entity which is to survive the merger shall be Southeast U.S.A., L.C., a Florida limited liability company. The Articles of Organization of the Surviving Entity, as in effect immediately prior to the Effective Date, including any amendments hereinafter, shall, until further duly amended, be the Articles of Organization of the Surviving Entity.

1.2 At the Effective Date, the Operating Agreement of the Surviving Entity shall be and remain the Operating Agreement of the Surviving Entity until altered, amended or repealed.

1.3 The persons who, upon the Effective Date of the merger, constitute the members of the Surviving Entity, shall continue as members of the Surviving Entity and management of the Surviving Entity shall remain vested in its members.

1.4 The year end of the Surviving Entity for tax and accounting purposes shall be December 31.

1.5 The merger is intended to qualify as a tax-free reorganization pursuant to the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder.

ARTICLE II - MANNER OF DEALING WITH THE OUTSTANDING SHARES AND MEMBERSHIP INTERESTS OF THE CONSTITUENT ENTITIES

2.1 Upon the merger becoming effective, the Common Stock held by the shareholders of the Merging Entity shall be converted into membership interests of the Surviving Entity.

2.2 Upon the merger becoming effective, the following two individuals, who are now

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the sole and equal shareholders of the Merging Entity, shall each own fifty percent (50%) of the membership interests of the Surviving Entity: Anthony Scialdone and Alfredo Russo.

2.3 All membership interests of the Surviving Entity for and into which stock of the Merging Entity shall have been converted and exchanged pursuant to this Agreement shall be deemed to have been issued in full satisfaction of all rights pertaining to the converted and exchanged stock interests.

ARTICLE III - EFFECT OF MERGER: EFFECTIVE DATE

3.1 Upon the Effective Date, the separate existence of the Merging Entity shall cease and the Merging Entity shall be merged into the Surviving Entity in accordance with this Plan and Agreement of Merger. The Surviving Entity shall, from and after the Effective Date, continue unaffected and unimpaired by the merger, and shall possess all of the rights, immunities, privileges, powers and franchises of whatsoever nature and description, of both a public and private nature, and be subject to all of the restrictions, disabilities, and duties of each of the Constituent Entities so merged, and all property, including real and personal, and all debts due to either of the Constituent Entities on whatever account, shall be vested in the Surviving Entity without further act or deed. All property, rights, immunities, privileges, powers and franchises, and all and every other interest shall be thereafter the property of the Surviving Entity and the title to any real estate vested by deed or otherwise, in either of the Constituent Entities, shall not revert or be in any way impaired by reason of such merger. All rights of creditors and all liens upon the property of the Constituent Entities shall be preserved unimpaired and the respective Constituent Entities shall be deemed to continue in existence in order to preserve the same, and all debts, liabilities and duties of the Constituent Entities shall thenceforth attach to the Surviving Entity and may be enforced against it to the same extent as if said debt, liabilities and duties had been

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incurred or contracted by it. Any claim existing or action or proceeding, whether civil, criminal or administrative, pending by or against either Constituent Entity may be prosecuted to judgment or decree as if such merger had not taken place, or the Surviving Entity may be substituted in such action or proceeding, and such judgment or decree against such Constituent Entity shall constitute a lien upon the property of the Surviving Entity.

3.2 Each of the Constituent Entities shall take, or cause to be taken, all actions or do, or cause to be done, all things necessary, proper or advisable under the laws of the State of Florida, and the United States to consummate and make effective the merger.

3.3 The Effective Date of this Plan and Agreement of Merger shall be January 19, 2001. Articles of Merger may be filed prior to the Effective Date.

ARTICLE IV - ACCOUNTING

4.1 At the Effective Date of the merger, the assets and liabilities of the Constituent Entities shall be taken up or continued, as the case may be, on the books of the Surviving Entity at the amounts at which they respectively shall be carried on the books of the respective Constituent Entities immediately prior to the Effective Date of the merger, and the capital and surplus accounts of the Surviving Entity shall be determined in accordance with generally accepted accounting practices by the members of the Surviving Entity.

ARTICLE V - TERMINATION

5.1 This Plan and Agreement of Merger and the merger contemplated hereby may be terminated at any time prior to the Effective Date of the merger, whether before or after the meeting of the shareholders or members or the Constituent Entities, by the Board of Directors of the Merging Entity or the Membership of the Surviving Entity. In the event that this Plan and Agreement of Merger shall be terminated, all further obligations of either the Constituent Entities

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under this Plan and Agreement of Merger shall terminate without further liability of any party hereto to each other.

ARTICLE VI - RIGHT OF AMENDMENT

At any time prior to the Effective Date of the Merger (notwithstanding any required shareholder or membership approval), if authorized by their respective Board of Directors or Members, as the case may be, the parties hereby may, by written agreement, amend or supplement any of the provisions of this Agreement.

IN WITNESS WHEREOF, the Constituent Entities have each caused this Plan and Agreement of Merger to be signed as of the date first above written.

THE SURVIVING ENTITY:

SOUTHEAST U.S.A., L.C.,
a Florida Limited Liability Company

THE MERGING ENTITY:

SOUTHEAST U.S.A., INC.,
a Florida corporation

By: 

Anthony Scialdone, Its Member

By: 

Anthony Scialdone, its President

By: 

Alfredo Russo, Its Member

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ARTICLES OF MERGER
Merger Sheet

MERGING:

SOUTHEAST U.S.A., INC. a Florida entity, 696298.
,

INTO

SOUTHEAST U.S.A., L.C., a Florida entity, L95000001008

File date: January 19, 2001

Corporate Specialist: Tammi Cline

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